MARVEL MASTERWORKS
CAPTAIN AMERICA
VOLUME 14

CAPTAIN AMERICA Nos. 247-260

ROGER STERN & JOHN BYRNE

WITH MIKE ZECK

MARVEL MASTERWORKS

PRESENTS

VOLUME 14

COLLECTING

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ROGER STERN • JOHN BYRNE

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MARVEL MASTERWORKS

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CAPTAIN AMERICA

Nos. 247-260

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MARVEL MASTERWORKS

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INTRODUCTION
BY ROGER STERN

Captain America has been called the Sentinel of Liberty, the Living Legend of World War II, and—thanks to the Marvel Cinematic Universe and Chris Evans—much of the world knows him as the First Avenger. Cap is Marvel's original anti-fascist, as evidenced by his punching Hitler on the cover of the first pre-War issue of his original comic book series. Over the years, he's fought for justice against neo-Nazis, corrupt politicians, corporate overlords and terrorists—both foreign and domestic.

But who is Steve Rogers, the man who became Captain America? The stories in this volume pretty much tell the tale. What do you say we start here…

"*1940!* As the world teetered on the brink of global war, frail *Steve Rogers* entered a secret laboratory and was transformed into the American *super-soldier!* For four thrilling years, he battled the Axis powers—until a freak stroke of fate threw him into *suspended animation.* When he awoke, he was a man decades out of his time! Since that fateful day, Steve Rogers has sought his destiny in this brave new world!"

Yours Truly wrote the preceding paragraph over 40 years ago.[1] Actually, it's more accurate to say that I *rewrote* the introductory copy that, in one form or another, had graced the first page of *Captain America* stories for half a decade. The previous version read: "*1941!* The world at *war!* And in a secret laboratory..." Well, you get the picture. I don't know who wrote the original copy, but it started with a mistake. Steve Rogers entered that secret lab in 1940, not 1941. And therein laid the roots of an error that—as the new writer of *Captain America*—I was determined to correct.

But before we elaborate, there's something you should know. Elsewhere in this volume, our ever-resourceful *Marvel Masterworks* editor Cory Sedlmeier has assembled a cornucopia of extra features. And said extras include an earlier introduction that I wrote over 30 years ago. So, I hope that you'll forgive me if I occasionally repeat myself a bit, but neither Cap's past history nor my own has changed in all that time.

As I was about to say, I first became aware of Captain America in the pages of *The Avengers*. It wasn't until *Tales of Suspense* #80 that I got a good look of what Cap could do on his lonesome. That issue presented the middle chapter of Jack Kirby and Stan Lee's first great Red Skull trilogy, and it gave me a taste of what comics could deliver when they put their mind to it. Over the next two decades, I didn't miss a single issue of *Tales of Suspense*, or its continuation as *Captain America*.

My reading proved to be invaluable research for my future career at Marvel Comics. I didn't plan it this way. It just sort of happened. A decade after I first started following the adventures of Captain America, I became one of Marvel's many assistant editors. And a couple years after that, I was named the editor of *Captain America*, and eventually I wound up editing about a dozen titles for another two years, before finally deciding to leave the editor's desk and write full time.

After all these years, I honestly don't recall how I wound up with the assignment to write *Captain America*. All I remember was that—as I was turning things over to my youthful successor Jim Salicrup—someone suggested that I write the series. It made a certain amount of sense. *Cap* didn't have a regular writer at the time, so I wouldn't be displacing anyone. And since the good Captain had long been one of my favorite Marvel heroes, right up there with Spider-Man,[2] I said yes.

Shortly thereafter, I mentioned to John Byrne that I was going to be writing *Captain America,* to which he replied, "Great! I want to draw it!" And that was a lucky break, because the series didn't have a regular artist either. John and I were old friends by that point. We'd worked on fanzines together, and I'd been John's editor on *The Avengers*, *Marvel Two-In-One* and *The X-Men.* But ever since we'd collaborated on a couple of *Incredible Hulk* stories, we'd been looking for an opportunity to work together as writer and artist on a more regular basis.

Happily, *Captain America* provided that opportunity. John loved the old Lee/Kirby *Tales of Suspense* stories as much as I did. Plus, we were both history and science buffs, so *Cap* played to all of our strengths. Joe Rubinstein signed on to ink the series, and I got right to work on the plot which quickly grew to encompass *Captain America* #247-249. We didn't originally have a name for that story arc, but since then a few readers have referred to it as "The Machinesmith Trilogy," so…yeah, let's go with that.[3]

Speaking of that trilogy, here's another ***Secret Behind the Comics:*** Machinesmith was a character whom I'd come up with during my previous tenure as a Marvel editor. Many months before, Bill Mantlo had submitted a story idea for *Marvel Two-In-One*. I liked Bill's basic concept, but he wanted to use the Mad Thinker as the villain of the piece. Unfortunately, the Thinker had just appeared in *MTIO* the previous year, and getting approval from the *Fantastic Four* editor was going to be problematic. So, I created a new villain—one who used robots rather than androids—and enlisted Mark Gruenwald to design his look. We made our new villain bald, to contrast with the Thinker's unruly mop, and I supplied the name "Machinesmith." Bill then wrote his issues[4]—making use of the Machinesmith—and the readers seemed to enjoy them. End of story, right?

Naw, it's hard to keep an interesting Marvel villain down for long. Machinesmith kept bobbing around in my subconscious, almost demanding me to fill in his backstory. The more I thought about it, the more I realized that there were a number of occasions—in the then-recent Marvel history—in which robots showed up out of the blue with no apparent clue to their source. Like the Manipulator, who had been revealed to be a robot in *Cap* #242, and Machinesmith himself. And then, something just clicked for me. I suddenly realized who Machinesmith might be, and I knew that he was the perfect guy to give Cap a hard time in our first story arc.

Anyway, in the process of plotting that story, I found space to introduce a new romantic interest for Steve Rogers—the lovely Bernadette Rosenthal—and to correct an error that had crept into Cap's continuity when I was the editor of the series.

In a previous *Masterworks* introduction[5] I told of how, as a fledgling editor, I'd inherited a story which supposedly revealed secrets of Steve Rogers' past. Unfortunately, that story contradicted what little we already knew about Cap's history. Doubly unfortunate was that said story had to go to the printer immediately, or else *Captain America* would miss shipping. I made a promise that somehow I would make amends for that story. And with *Cap* #247, I did.

Captain America #250, on the other hand, had its origins with an idea that I had rejected as an editor. When Roger McKenzie and Don Perlin were working together on the series, they asked if they could have Cap become president of the United States. That's right, they didn't just want him

1 I can't believe that it's been that long. Where *does* the time go?

2 Interestingly enough, within days of being assigned to *Captain America*, I would also be offered a chance to write *Spider-Man.* That I *do* remember—as do you, if you read my introduction to *Marvel Masterworks: The Spectacular Spider-Man Vol. 4.*

3 It *does* sound more impressive than "Rog & John's first *Cap* story."

4 *Marvel Two-In-One* #47-48. You can also find the stories in *Marvel Masterworks: Marvel Two-In-One Vol. 5.*

5 *Marvel Masterworks: Captain America Vol. 12.*

to run for president, they also wanted him to win the election. Long story short, I told them no.[6]

Time passed. John and I were having dinner with Ralph Macchio and Jim Shooter, tossing around ideas as to what we should do for *Captain America* #250. Realizing that the issue would be going on sale right around the time of the upcoming political conventions, I told them about Don and Mac's "Cap for President" idea, and how I'd turned it down because I didn't see Cap running for high office. That's when Jim pointed out how that could be the crux of a story, by making it all about who Captain America is and—s*poiler here*—why he wouldn't run. There was a moment of silence at the table, and John and I immediately knew how our story would unfold. And I made sure to thank McKenzie and Perlin—they most graciously accepted my thanks—and give them credit for the initial idea.

With the month that *Captain America* #251 was published, Marvel made a line-wide increase in story content, boosting us from seventeen to twenty-two pages. And those extra pages really came in handy for the next story we had in mind. It actually began life as an inventory story—pitting Cap against Mister Hyde—which I'd plotted for John Romita Jr. some months earlier. With the increase in our page count, and an accompanying change in deadlines, I needed to come up with a new plot sooner than expected. As luck would have it, J.R. hadn't yet started drawing his Cap story yet, due to his own new deadlines on *The Amazing Spider-Man*. He graciously let me reclaim the plot, and I promised him that I'd make it up to him.[7] As I recall, Jim Salicrup then challenged me to add Cap's old enemy Batroc to the mix, and the story grew until it spilled over into issue #252 as well.

Speaking of two-part stories, *Captain America* #253-254 began with a rough idea John had suggested some months before, when he was drawing *The Avengers*. He originally intended for Baron Blood to return and bedevil a group of Avengers. For one reason or another that story never came together, but I still remembered it and it turned out to work even better as a *Captain America* story. John and I got to explore Cap's relationship with his wartime allies, the Invaders, something which had never really been done before in his own title. And we got to pay tribute to the great Frank Robbins, who had drawn those early *Invaders* comics for Roy Thomas.

And that brings us to *Captain America* #255. Not long after we started working together, John and I realized that said issue would go on sale the month of Cap's 40th anniversary. Now, I love origin stories, and Cap's had been retold many times over the decades. With each retelling, there had been slight changes and variations in the details of Steve Rogers' empowerment. It made me wonder, what if—to coin a phrase—they were *all* correct? So we set out to meld all of the many previous versions of Cap's origin into a single story, a sort of unified field theory of Captain America. We could do that, right? After all, Joe Simon and Jack Kirby had told their version in just eight pages, and we had the luxury of twenty-two. So we brought it all together and produced what we hoped would be something special for Cap's publishing birthday, a grand celebration of his life and career in a single issue. And I guess we did all right, as our version of the story has been collected and reprinted over a dozen times, here and abroad.

Cap #255 also turned out to be our last issue, for a number of very complicated reasons. Our plan had been to wrap up our first year with a second trilogy, this one involving a new threat from Cap's oldest enemy, the Red Skull. But after I finished the plot for the first chapter, Jim Salicrup told me that our editor-in-chief Jim Shooter wanted to see creative teams concentrating more on single-issue stories and occasional two-parters. A three-issue arc was out, unless it was especially powerful and important.

6 If you're interested in the long story, it's related in one of those extra features which I mentioned earlier.

7 I kept that promise less than two years later, when I finally gave J.R. the opportunity to draw Mister Hyde in *The Amazing Spider-Man* #232.

Well, our Red Skull trilogy certainly met that criteria. It had too much story to fit into two issues, much less one. So I broached the subject to Shooter himself, explaining what we had in mind. He liked it, and even made a couple of good suggestions for strengthening the conflict. Getting Shooter's blessing, I immediately sat down and plotted the rest of the trilogy.

Then, another problem cropped up. The recent increase in page count was temporarily causing deadline problems on a few titles, and Marvel's editors were under growing pressure to get all their books on time. So, Jim Salicrup decided to schedule a fill-in story by another writer and artist. I was confident that we could get on schedule in just a few weeks, as John was already drawing the next issue, and the following issues were already plotted. But I couldn't convince Jim to forgo that fill-in.

And then, I started getting editorial notes, asking for changes to the story. I'd worked with Salicrup a long time—and I really didn't want to argue with him—but I felt that the asked-for changes compromised the story. After talking things over with John, I decided to reclaim my three plots, and regretfully resigned as writer of *Captain America*. John and Joe respected my decision, and left the series as well.

Have I ever regretted that decision? Of course. Writing *Captain America* meant a great deal to me, and I'm still proud of the stories we produced. But I thought it was better to leave on an up note, provided by the ending of the 40th anniversary issue. John, Joe, and I went on to other assignments. And I went back to following *Captain America* as a reader.

After all, our run was hardly the end of the series. Keep reading and you'll find the stories which immediately followed ours... like *Cap* #256, written by Bill Mantlo and drawn by Gene Colan. Mike W. Barr and Lee Elias then joined forces for issue #257. Chris Claremont plotted and wrote half of the script[8] for *Cap* #258—drawn by Mike Zeck—and David Michelinie finished the second half. Jim Shooter stepped in to plot *Captain America* #259, which Zeck drew and Michelinie scripted. And finally, two gents named Al—Milgrom and Kupperberg—collaborated on issue #260.

And waiting in the wings was a talented writer by the name of J. M. DeMatteis, who would be guiding Cap's saga for the next three years. But that is a story for another volume.

Roger Stern
2021

Roger Stern went on to write The Avengers*, which continued to prominently feature Captain America. He would later return to write Cap stories for* Marvel Universe, Captain America: Sentinel of Liberty, Captain America: Forever Allies, Captain America Corps, *and* Avengers: Loki Unleashed, *among others.*

8 Why did Chris script only half the issue? Couldn't tell you. But he *was* writing *The X-Men*, *Spider-Woman*, and *Man-Thing* at the time.

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CAPTAIN AMERICA®

BARON STRUCKER STRIKES!

PLUS: A STARTLING SECRET OF CAP'S PAST REVEALED!

STAN LEE PRESENTS: CAPTAIN AMERICA!®

ROGER STERN • JOHN BYRNE / JOSEF RUBINSTEIN / NOVAK, LETTERER / JIM SALICRUP / JIM SHOOTER
WRITER/CO-PLOTTERS/PENCILER / INKER / ROUSSOS, COLORIST / EDITOR / EDITOR-IN-CHIEF

BY THE DAWN'S EARLY LIGHT!

SINCE ITS OPENING IN 1883, BROOKLYN BRIDGE HAS BEEN REVERED IN SONG AND FABLE. IT IS AT ONCE A GATEWAY AND A MONUMENT... A GREAT ARCHITECTURAL WONDER LINKING THE BOROUGHS OF BROOKLYN AND MANHATTAN!

THE BRIDGE'S WIDE PEDESTRIAN WALKWAY HAS, IN ITS TIME, PLAYED HOST TO COUNTLESS VISITING DIGNITARIES, DISTRAUGHT CITIZENS, AND YOUNG LOVERS.

AND, ON THIS PARTICULAR MORNING, IT PROVIDES A PATHWAY FOR THE LIVING PERSONIFICATION OF FREEDOM AND LIBERTY!

I DON'T BELIEVE IT! I-IT'S CAPTAIN AMERICA!

LF116

OH... MY!

HOLEE--!

MOVING TO BROOKLYN HEIGHTS WAS ONE OF THE SMARTEST THINGS I'VE EVER DONE! NOT ONLY IS IT A GOOD NEIGHBORHOOD--

--BUT ITS PROXIMITY TO THE BRIDGE PROVIDES EASY ACCESS INTO MANHATTAN!

THAT... THAT WAS REALLY HIM! CAPTAIN AMERICA... RIGHT HERE! I'VE LIVED IN THE CITY FOR FIVE YEARS, BUT I'VE NEVER ACTUALLY SEEN HIM BEFORE IN PERSON!

GOSH, HE'S DREAMY! AND THE WAY HE RUNS--! I NEVER SAW ANYONE WHO LOOKED SO CONFIDENT... SO SURE OF HIMSELF!

I HEARD THAT, YOUNG LADY! I JUST WISH I WAS AS SURE OF MY OWN HEAD AS I WAS OF MY PRINCIPLES! AS A MATTER OF FACT--

--MY PEACE OF MIND... OR LACK OF SAME... IS THE MOTIVATING FORCE BEHIND THIS EARLY MORNING JUNKET!

I'M CERTAIN THAT S.H.I.E.L.D.* HOLDS THE KEY THAT WILL PUT MY MIND AT EASE ONCE AND FOR ALL!

AH, THAT BUS SHOULD DO NICELY!

*SUPREME HEADQUARTERS INTERNATIONAL ESPIONAGE LAW-ENFORCEMENT DIVISION, THE SUPER-SPY AGENCY HEADED BY COL. NICK FURY. --JIM.

THIS IS REALLY A STROKE OF LUCK! TRANSIT AUTHORITY BUSES DON'T USUALLY USE BROOKLYN BRIDGE. THEY MUST BE FERRYING THIS ONE INTO THE CITY AS A REPLACEMENT.

WELL, WHATEVER THE CIRCUMSTANCES, IT SHOULD HELP ME ON MY WAY--

-- PROVIDED IT'S GOING IN THE RIGHT DIRECTION!

PARDON ME, SIR -- WHICH WAY ARE YOU HEADED?

VICE

TAXI

HUH?! AH... AH... UPTOWN, BROADWAY AND 75TH.

FINE, I'LL GET OFF AT MIDTOWN.

Y-YEAH, SURE.

ALICE'LL NEVER BELIEVE THIS!

AND, A FAST FIFTEEN MINUTES LATER...

THIS IS THE RIGHT AREA. NO NEED TO SIGNAL THE DRIVER TO STOP, I SUPPOSE. BESIDES --

--I CAN USE--

--THE BUS'S MOMENTUM--

--TO LAUNCH ME--

--TO THE ROOFTOPS! CUTTING ACROSS THE BLOCKS THIS WAY IS FASTER, AFTER ALL! AND THE SOONER I GET THE INFORMATION I WANT FROM S.H.I.E.L.D., THE BETTER!

ILLER C

RIGHT NOW, I'M CONVINCED THAT NICK FURY CAN HELP ME UNSCRAMBLE MY JUMBLED MEMORIES.

IN THE DAILY BUGLE

MEMORIES! IT'S FUNNY THE WAY LITTLE THINGS WILL TRIGGER THEM! LIKE THE WAY THE SURPRISE PARTY THAT JOSH COOPER THREW FOR STEVE ROGERS LAST WEEK REMINDED ME OF MY SIXTEENTH BIRTHDAY!*

*SEE CAP #245.-- JIM.

SOMETHING ABOUT THE PARTY CLICKED, AND I VIVIDLY REMEMBERED A BRIEF PERIOD OF MY BOYHOOD AS STEVE ROGERS. BUT IN THAT FLASH OF MEMORY, I SAW MYSELF GROWING UP IN NEW YORK.

THAT CONTRADICTS THE "LOST MEMORIES" WHICH DR. HARDING'S MIND PROBE MACHINE RESTORED TO ME.* SOMETHING IS WRONG, AND I'VE GOT TO FIND OUT WHAT!

I GUESS I'VE ALWAYS BEEN A LITTLE UNEASY ABOUT THE LITTLE BLANK SPOTS IN MY MEMORY-- IT'S JUST THAT I WAS ALWAYS TOO BUSY TO LET THEM WORRY ME.

*CAP #225--J.S.

AFTER ALL, THE SHOCK MY SYSTEM ENDURED WHEN I WAS THROWN INTO SUSPENDED ANIMATION AT THE WAR'S END WAS PRETTY SEVERE!

THERE WERE A LOT OF THINGS I COULDN'T REMEMBER... AT FIRST.

DEAD END

MEN AT WORK

BUT THIS LATEST MEMORY MYSTERY HAS BEEN BOTHERING ME ALL WEEK! I'VE GOT TO CLEAR IT UP-- AT ONCE! I DON'T HAVE THE TIME TO WASTE ON MY PAST...

SAL B WAS HERE

... NOT WHILE I'M TRYING TO BUILD A FUTURE FOR STEVE ROGERS!

BOLDLY, CAP RACES DOWN THE DESERTED ALLEYWAY AT BREAKNECK SPEED...

...RUNNING STRAIGHT AT A DEAD-END WALL--

--AND THROUGH IT!

IT'S A GOOD THING MY PRESENT-DAY MEMORY ISN'T FAULTY! I'D HAVE FELT PRETTY FOOLISH IF THAT HAD BEEN A REAL BRICK WALL-- AND NOT A HOLOGRAM DISGUISING THE ENTRANCE TO S.H.I.E.L.D.'S MANHATTAN INSTALLATION!

BREEEE

EH? PORTAL SECURITY... FALL IN ON THE DOUBLE.

HOLD IT RIGHT THERE, AGENT! IN CASE YOU HAVEN'T HEARD, THE NATIONAL SECURITY COUNCIL RECENTLY RETURNED FULL CLEARANCE TO BEARERS OF THE AVENGERS PRIORITY CARD!

YESSIR, BUT--!

"BUT" NOTHING! I NEED SOME INFORMATION FROM YOUR DIRECTOR, AND I DON'T INTEND TO WAIT AROUND FOR IT! YOU'RE GOING TO CUT THROUGH THE RED TAPE AND TAKE ME TO HIS OFFICE... IS THAT CLEAR?

I... THAT IS... YES, SIR! RIGHT AWAY, SIR!

BUT I DON'T THINK COLONEL FURY'S GOING TO LIKE THIS!

AND AS THE RELUCTANT OPERATIVE LEADS THE AVENGER THROUGH A MAZE OF CORRIDORS--

--JUST A FEW MILES AWAY, IN THE PICTURESQUE ENVIRONS OF BROOKLYN HEIGHTS...

...SPECIFICALLY, IN THE APARTMENT BUILDING AT 569 LEAMAN PLACE...

TAXI

...TEACHER JOSHUA COOPER TRIES IN VAIN TO ROUSE A FELLOW TENANT!

STEVE? HEY, STEVE-- OPEN UP! IT'S ME... JOSH! I'VE GOT A SPECIAL DELIVERY LETTER FOR YOU!

NOK NOK

FORGET IT, JOSH, OUR MR. ROGERS ISN'T HOME! I RAN INTO HIM THIS MORNING WHEN I GOT OFF THE NIGHT SHIFT AT THE FIREHOUSE. HE SAID HE HAD SOME ERRANDS TO RUN!

WHOA! EARLY IS RIGHT! WHEN DOES HE GET UP... THE CRACK OF DAWN?

WELL, SO MUCH FOR MY PROMISE TO THE MAILMAN THAT I'D GIVE THIS TO HIM RIGHT AWAY!

AW, DON'T LET IT WORRY YOU, COOP... IT'S PROBABLY NOT THAT IMPORTANT! SAY, YOU DOING ANYTHING TODAY?

NOPE. IT'S A SCHOOL HOLIDAY.

THEN, COME ON ... THERE'S SOMEBODY THAT YOU'VE GOT TO MEET!

AT THAT MOMENT, IN THE INNERMOST OFFICES OF S.H.I.E.L.D....

LOOK ALIVE, FURY! I WANT WORDS WITH YOU!

THEN YOU'RE GONNA HAVE TO WAIT, CAP! FURY AIN'T HERE-- HE LEFT ME IN CHARGE. IS THERE ANYTHING MRS. DUGAN'S LITTLE BOY CAN DO FOR YA?

I... DON'T KNOW, DUM-DUM. I NEED SOME SPECIFIC INFORMATION AND... WELL, IT'S A PRETTY LONG STORY.

SO? TRY ME! MOMMA ALWAYS SAID I WAS A GOOD LISTENER!

THIRTY MINUTES LATER...

--AND THAT'S WHAT I'M UP AGAINST, DUGAN. MY FEW FLASHES OF OLD MEMORIES PLACE THE YOUNG STEVE ROGERS IN NEW YORK. BUT THOSE MEMORIES ARE VAGUE... BLURRED ALMOST.

THE MEMORIES THAT HARDING'S MACHINE RESTORED ARE HIGHLY DETAILED. THEY TELL ME THAT I WAS THE SON OF A DIPLOMAT... THAT I GREW UP IN MARYLAND... THAT I HAD A BROTHER MIKE WHO DIED AT PEARL HARBOR.

EXACTLY! I *MUST* KNOW MY OWN MIND!

IT'S ALL VERY VIVID AND DETAILED... BUT IT JUST DOESN'T *FEEL* RIGHT. NOW, THE ARMY'S RECORDS SEEM TO SUBSTANTIATE THE "STEVE ROGERS" WHO GREW UP IN MARYLAND, BUT...

BUT THAT DON'T MEAN A THING! ARMY RECORDS CAN BE DOCTORED, BELIEVE ME! I'D SAY YOU'VE GOT YOURSELF A SERIOUS PROBLEM, IF YA CAN'T TRUST YOUR OWN NOGGIN!

BUT, BY THE SAME TOKEN, I DON'T HAVE THE TIME TO WASTE ON ANY MORE WILD GOOSE CHASES! THAT'S WHY I WAS HOPING THAT FURY COULD USE HIS PULL TO DIG UP THE TRUTH.

YEAH... WELL, NICK WAS EXPECTIN' SOMETHING LIKE THIS.

HE WASN'T SATISFIED WITH YOUR NEW-FOUND MEMORIES EITHER, SO HE ORDERED AN ALL-CHANNELS COMPUTER CHECK ON YOUR PAST.

NOW, I AIN'T SAYIN' THAT WE FOUND ALL THE ANSWERS, MIND YOU--

--BUT WE DID DIG UP SOME-THIN' THAT JUST MIGHT FILL IN THE BLANKS FOR YOU! LET'S GO SEE!

I'LL RADIO NICK, AN' HE CAN JOIN US... SOON AS HE FINISHES HIS OTHER BUSINESS.

MEANWHILE, IN A FEDERAL MAXIMUM SECURITY PRISON JUST OUTSIDE OF ITHACA, NEW YORK, THAT "OTHER BUSINESS" IS ABOUT TO GET UNDER WAY--

NO VEHICLES BEYOND THIS POINT

--AS COLONEL NICHOLAS FURY WAITS PATIENTLY IN A SPECIAL INTERROGATION CHAMBER FOR AN OLD... ACQUAINTANCE.

GUTEN MORGEN, HERR COLONEL. IT HAS BEEN A LONG TIME.

IT HAS AT THAT, BARON-- IT HAS AT THAT. I'M SURE YOU REALIZE THAT WE HAVE QUITE A BIT TO TALK ABOUT.

THIS COULD TAKE A WHILE. WHY DON'T YOU HAVE A SEAT?

THANK YOU, NO-- I PREFER TO STAND. AFTER ALL--

--WE CAN'T HAVE THE WORLD THINKING THAT BARON STRUCKER HAS GROWN OLD AND WEAK... NOW CAN WE?

YEAH, I HAVE TO ADMIT, I NEVER THOUGHT I'D SEE YOU LOOKIN' THIS GOOD AGAIN...

...ESPECIALLY SINCE THE LAST TIME I SAW YOU, YOU TOOK A DIVE INTO AN ALPHA-PARTICLE REACTOR CUBE ON HYDRA ISLAND AND WERE BURNT TO A CINDER!*

IMAGINE MY SURPRISE, WHEN YOU TURNED UP LATER-- IN THE BLOOM OF HEALTH -- TO GIVE CAPTAIN AMERICA A HARD TIME!**

COLONEL, I AM HONORED THAT YOU HAVE FINALLY DECIDED TO TAKE A PERSONAL INTEREST IN ME. BUT I'VE BEEN GRILLED BY YOUR S.H.I.E.L.D. INTERROGATION SQUADS FOR THE PAST TWO YEARS. I HAVE NOT TOLD THEM HOW I SURVIVED, AND I SHALL NOT TELL YOU!

IZZAT SO?

*STRANGE TALES #158. **CAP #130-131 -- J.S.

WON'T TELL YOUR OLD WAR BUDDY, EH?

HARDLY.

WELL, OTTO, I'M SORTA GLAD YOU SAID THAT... CAUSE IT MEANS YOU'RE NOT MY PROBLEM ANYMORE!

YA SEE, THESE SPECIAL WAIVERS WERE JUST APPROVED BY THE WEST GERMANS. YOU'RE BEING EXTRADITED TO ISRAEL. I HEAR THOSE WAR CRIMES TRIALS ARE REALLY SOMETHING.

BEEP!

'SCUSE ME A MINUTE, OTTO-- THAT BEEP MEANS OFFICIAL BUSINESS.

FURY HERE.

IT'S DUM-DUM, NICK. CAP FINALLY SHOWED... JUST LIKE YOU FIGURED.

OKAY, YOU TAKE THE MAN OUT TO FORT DIX. I'LL MEET YA THERE AS SOON AS I'M DONE.

FURY OUT.

AN APPROPRIATE CLOSING, HERR COLONEL! YOU ARE GOING OUT RIGHT NOW!

WHAT?! A GAS GRENADE! HOW'D YOU GET THAT?

WHUMFF

YOU SHALL NEVER KNOW, FURY! YOU SHALL SIMPLY DIE... YOU AND THE *VERDAMMT* CAPTAIN AMERICA!

A SHORT TIME LATER, AT FT. DIX, NEW JERSEY...

--DUM-DUM DUGAN, UNAWARE OF FURY'S PERIL, LEADS CAP TO AN ALL-BUT-FORGOTTEN STORAGE DEPOT.

IT TOOK US FOREVER TO TURN THIS UP. SOMETIMES I THINK THE ARMY LOSES STUFF ON PURPOSE.

ANYWAY, A DATA CHECK OF OLD CLASSIFIED RECORDS UNCOVERED THIS THING. IT'S BEEN HERE SINCE THE WAR ENDED, I GUESS.

WELL, I'LL BE--! MY OLD ARMY FOOTLOCKER! I'D WONDERED WHATEVER HAPPENED TO IT! I DON'T SUPPOSE... YES! THERE IT IS!

MY FIRST SHIELD! IT STILL FITS LIKE A GLOVE! I ONLY USED IT FOR A FEW MONTHS, YOU KNOW!

YEAH? HERE, LEMME SEE THAT!

NICE METALWORK. BUT HOW'D YOU EVER THROW THIS SUCKER?

I DIDN'T. IT WAS ALMOST PURELY A DEFENSIVE WEAPON.

ROGERS, STEVEN

HEY, WAIT A MINUTE!

THIS IS JUST WHAT THE DOCTOR ORDERED! IF THIS DOESN'T SET THINGS STRAIGHT, NOTHING WILL!

MY OLD WAR JOURNAL!

JOURNAL

AND, AFTER SEVERAL MINUTES OF HURRIEDLY SCANNING THE YELLOWED PAGES...

HERE! THIS IS THE ENTRY I WAS LOOKING FOR... "CHRISTMAS EVE, 1941."

YES, IT'S ALL COMING BACK TO ME, NOW! "TODAY, I WAS SUMMONED--

"--TO WASHINGTON BY GENERAL PHILLIPS, ONE OF THE FEW ARMY OFFICERS WHO KNOWS OF MY DOUBLE IDENTITY."

SIR!

AT EASE, PRIVATE ROGERS. WE HAVE IMPORTANT MATTERS TO DISCUSS.

I UNDERSTAND THAT YOU'RE ABOUT TO GO OVERSEAS WITH THIS NEW SUPERGROUP, THE INVADERS,* LET ME BE FRANK--

*SEE INVADERS #1, -- JIM.

--THERE EXISTS A CHANCE THAT YOU COULD BE CAPTURED BY THE NAZIS AND TORTURED INTO REVEALING TOP SECRET INFORMATION.

SO, OUR SCIENCE BOYS HAVE COME UP WITH A WAY TO IMPLANT FALSE MEMORIES IN YOUR MIND, TO CONFUSE THE ENEMY SHOULD THE SITUATION ARISE.

GENERAL, IS THIS NECESSARY? I AM CAPTAIN AMERICA... I DON'T THINK I'D BREAK UNDER TORTURE.

I DON'T EITHER, SON-- BUT IT'S OUT OF MY HANDS.

PVT. ROGERS, THIS IS MR. WALTER ROGERS OF OUR STATE DEPARTMENT. HIS FAMILY WILL PROVIDE THE BASIS FOR YOUR PHONY PAST.

HOW DO YOU DO, PRIVATE?

WE HAVE NO SECRETS FROM HIM.

LET ME PUT YOU AT EASE. YOU'LL STILL BE STEVE ROGERS WHEN WE'RE DONE. BUT IF YOU'RE EVER GRILLED BY THE ENEMY, YOU'LL SUDDENLY TELL THEM OF A VERY DIFFERENT BACK-GROUND... AND EVEN YOU'LL BELIEVE IT.

SIR, YOU COULD BE PLACING YOUR FAMILY IN GRAVE DANGER FROM FIFTH COLUMNISTS AND ENEMY AGENTS.

PRIVATE... STEVE... MY WIFE AND I LOST OUR SONS... MIKE AND GRANT... AT PEARL HARBOR. THIS IS THE LEAST WE CAN DO.

"DECEMBER 27. I'VE SPENT THE LAST TWO DAYS IN A CHAMBER THAT LOOKED LIKE SOMETHING OUT OF H.G. WELLS. THINKING OF IT STILL MAKES ME UNEASY."

MY-NAME-IS-STEVEN-GRANT-ROGERS. MY-FATHER-IS-A-DIPLOMAT. HIS-NAME-IS-WALTER. MY-MOTHER'S-NAME-IS-ELIZABETH.

MY-BROTHER-MIKE-DIED-AT-PEARL-HARBOR...

"I HAVE NO IDEA HOW MANY FALSE MEMORIES THEY PLUGGED INTO ME. I PRAY THAT I NEVER FIND OUT."

THAT'S IT! DR. HARDING'S MIND-PROBE TRIGGERED THOSE PRE-PROGRAMMED FALSE MEMORIES! THANK HEAVEN, I REMEMBER NOW! I REMEMBER IT ALL!

FIND WHAT YOU WERE LOOKIN' FOR, CAP!

MY MIDDLE NAME'S NOT GRANT... I NEVER HAD A MIDDLE NAME! AND I DIDN'T GROW UP IN MARYLAND!

I GREW UP IN MANHATTAN... ON THE LOWER EAST SIDE! I WAS ORPHANED IN MY TEENS... WANTED TO GO TO ART SCHOOL, BUT COULDN'T AFFORD IT. IT ALL COMES BACK, SO REAL AND TRUE!

YEAH, HE FOUND IT! JUST LOOKIT HIM... THAT'S THE OLD SELF-ASSURED CAP I USED TO KNOW! EVERYTHING'S GONNA BE AWRIGHT NOW!

BUT...

HHHHMMM

WHAT THE DEVIL--?

THAT SOUNDS LIKE FURY'S FLYING FERRARI, BUT IT'S COMING IN AWFUL FAST! I DON'T GET IT! WHAT'S THE HURRY?

SO, CAPTAIN AMERICA! I HAVE FOUND YOU AT LAST! NOW WE SHALL FINISH THE BATTLE THAT WE STARTED YEARS AGO.

WE SHALL FINISH IT WITH YOUR DEATH!

KA-RESH

BARON STRUCKER! WHAT HOLE DID YOU CRAWL OUT OF? HOW'D YOU GET AHOLD OF FURY'S FLYING CAR... AND WHERE'S FURY?!

QUESTIONS, QUESTIONS! MY DEAR KAPITAN, YOU ARE SO FULL OF QUESTIONS! IT'S A PITY YOU'LL RECEIVE NO ANSWERS...

...AT LEAST, NOT IN THIS LIFE!

BLAST! HIS ONE-MAN BLITZKRIEG SEPARATED ME FROM MY SHIELD. WITHOUT IT, I'M A SITTING DUCK!

CAP-- OVER HERE!

WE GOTTA FIND OUT WHAT HE'S DONE WITH NICK! BUT THAT JALOPY HAS MORE ARMAMENT THAN A HALF-DOZEN TANKS!

I READ YOU, DUM-DUM! OUR ONLY CHANCE IS TO DRAW HIM OUT OF THE CAR!

I SHOULD'A KNOWN YOU'D BE AHEAD O' ME IN STRATEGY! TAKE THIS... I'LL KEEP YA COVERED!

OUCH! I FELT THAT BLAST! THIS OLD SHIELD DOESN'T HAVE THE IMPACT-ABSORBING PROPERTIES OF MY ROUND ONE!

I CAN'T GET ANY CLOSER. LOOKS LIKE I'LL HAVE TO MAKE THIS SHOT COUNT!

GRABBING UP A CHUNK OF THE SHATTERED CONCRETE FLOOR--

--CAP DESPERATELY HURLS IT AT THE LEFT FRONT WHEEL. THE ODDS AGAINST HIS CONNECTING ARE A MILLION TO ONE!

CHOK

BUT HE'S CAPTAIN AMERICA... HE BEATS THE ODDS!

VVVMM

KRA SH

DID IT! WITH ONE PROPULSION UNIT OUT, STRUCKER DIDN'T HAVE TIME TO COMPENSATE WITH THE CAR'S AERIAL CONTROLS!

FOOL! YOUR LITTLE STUNT WILL NOT STOP ME! I AM STILL A MASTER OF WEAPONRY--

--AND THE ARSENAL IN COLONEL FURY'S VEHICLE IS MORE THAN ADEQUATE TO DEAL WITH YOU SWINE!

DUM-DUM!

ZOOM

DUM-DUM, ARE YOU--?

I'M... OKAY. DON'T WORRY ABOUT ME, BLAST IT! GET STRUCKER!

ZANG

STRUCKER, IF YOU HAVE A SHRED OF SENSE LEFT YOU'LL DROP THOSE GUNS RIGHT NOW. OTHERWISE, I'M GOING TO TAKE YOU APART.

A MOST AMUSING THREAT, *KAPITAN*... BUT FROM WHERE I STAND, SOMETHING *ELSE* IS COMING APART!

UNGH! NO GOOD! AT THIS CLOSE RANGE, MY SHIELD IS STARTING TO BUCKLE UNDER HIS CONCUSSION BLASTS!

SO, I'LL HAVE TO TRY A LITTLE DISTRACTING MANEUVER!

EH?

SPANG

KLANK

IT WOULD APPEAR THAT YOUR OLD SHIELD IS SOMEWHAT LACKING, KAPITAN! IT DOES NOT EVEN BOUNCE BACK TO YOU!

I DIDN'T THINK IT WOULD, STRUCKER!

BUT I DID THINK THAT YOU'D TURN TO WATCH IT! THANKS FOR LIVING UP TO MY EXPECTA-TIONS!

ACH!

AND NOW THAT WE'RE BOTH UNARMED, LET'S SEE HOW THAT FINE PRUSSIAN JAW STANDS UP TO A GOOD OLD AMERICAN LEFT HOOK!

I'M BETTING THAT IT WON'T!

Y-YOU PATRIOTIC IDIOT! BARON STRUCKER IS NEVER UNARMED! BEHOLD-- THE ***SATAN CLAW!***

ONCE MORE, ITS ELECTRIFIED MIGHT IS MINE! ONCE MORE, BARON STRUCKER IS SUPREME!

INCREDIBLE! HOW DID HE FIT THAT CLAW UNDER HIS JUMP-SUIT GLOVE? IT'S ALMOST AS IF THE THING UNFOLDED FROM HIS HAND!

BUT, WHILE CAP CONCENTRATES ON EVADING STRUCKER'S HIGH-VOLTAGE FIST, WITHIN THE BATTERED FERRARI, A CRUMPLED FIGURE STIRS...

EUNNGH! WHA... HAPPENED...

BLAZES! STRUCKER... HE'S WEARING MY COMBAT GEAR! AN' HE'S GIVIN' CAP A REAL TUSSLE WITH HIS CRUMMY SATAN CLAW!

STRUCKER'S MY OLD ENEMY... FIGHTIN' HIM OUGHTTA BE MY JOB!

BUT I'M STILL TOO GROGGY FROM HIS GAS ATTACK! THE IMPORTANT THING IS STOPPIN' STRUCKER. HE'S TOO DANGEROUS.

CAP! CATCH 'IM!

NICK! GOOD TO SEE THAT YOU'RE STILL AMONG THE LIVING!

BAH! THAT WILL DO YOU NO GOOD!

OH, NO? I DISAGREE, STRUCKER! WHEN IT COMES DOWN TO MY SHIELD-- MY REGULAR SHIELD--VERSUS YOUR SATAN CLAW, I DON'T THINK THERE'S EVEN MUCH OF A CONTEST!

DO YOU?

KRA-ZAK

ARRGH!

UNGLAUBLICH! THE CLAW'S MECHANISMS HAVE BEEN SHATTERED... DESTROYED! BUT THIS ONE WAS DESIGNED TO BE EVEN MIGHTIER THAN THE ORIGINAL!

YOU...YOU HAVE BESTED ME ONCE AGAIN, KAPITAN! BUT I PROMISE YOU THIS ...YOU HAVE NOT HEARD THE LAST OF WOLFGANG VON STRUCKER!

BARON, LONG AGO I RESIGNED MYSELF TO "NEVER HEARING THE LAST" OF MEN LIKE YOU! JUST REMEMBER THIS... IF YOU SHOW UP AGAIN, I'LL BE AROUND TO STOP YOU!

IN THAT CASE, YOU CAN RELAX, CAP! THE ONLY WAY YOU'LL HEAR FROM THIS CRUMB--

--IS IF HE SENDS YOU A POSTCARD FROM TEL AVIV! IN FACT, I THINK I'LL JUST ESCORT THE BARON THERE PERSONALLY!

YOU THINK SO--DO YOU, FURY?

SOMETHING IS WRONG HERE. STRUCKER IS TAKING THIS FAR TOO CALMLY. BUT HE HAS NO HOPE OF ESCAPING... WHAT'S HE UP TO?

YOU SHALL NEVER DELIVER ME TO THE ACCURSED JUDEN, COLONEL! THE FINAL TRIUMPH SHALL BE MINE!

SIEG HEIL!

KLIK

WHA-BOOM

NO! IT'S HAPPENED AGAIN!

FOR THE SECOND TIME IN WEEKS, THE MAN I'VE BEEN FIGHTING... IS A ROBOT! *

YOU MEAN WE'VE HAD A ROBOT LOCKED UP, AND DIDN'T EVEN KNOW IT?!

*THE FIRST TIME, IT WAS THE MANIPULATOR IN CAP #242 -- J.

I'M AFRAID SO, NICK. BUT IF THERE'S SOMEONE OUT THERE WHO CAN MAKE ROBOTS THAT REALISTIC IN APPEARANCE...

...WHAT WILL HE THROW AT US NEXT?!

TUT-TUT, CAPTAIN! THAT WOULD BE TELLING! AND IF THERE'S ONE THING THE *MACHINESMITH* LIKES TO KEEP, IT'S THE ELEMENT OF SURPRISE!

BUT I MUST ADMIT... CAPTAIN AMERICA IS A MOST RESOURCEFUL ADVERSARY. IN FACT, HE MIGHT BE JUST THE MAN I NEED FOR MY NEXT SERIES OF TESTS!

MACHINESMITH... SIR? EXCAVATION IS NEARLY COMPLETE. WE'RE UNEARTHING THE PRIME SUBJECT NOW.

EXCELLENT!

YES, MOST EXCELLENT! I THINK THAT THE PRIME SUBJECT WILL PROVE TO BE THE ONE OPPONENT EVEN CAPTAIN AMERICA CANNOT BEAT...

...THOUGH I'M CERTAIN THAT HE WILL *DIE TRYING*!

NEXT ISSUE

THE MAN WHO MAKES ROBOTS...THE PRIVATE LIFE OF STEVEN ROGERS... AND MORE! WHATEVER YOU DO, DON'T MISS...

A DRAGON IN THE NIGHT!

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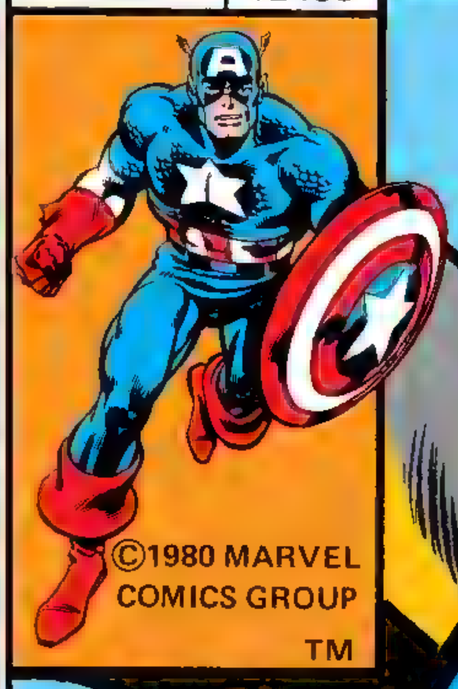

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CAUGHT IN THE CLUTCHES OF

DRAGON MAN!

BYRNE and RUBINSTEIN

1940! As the world teetered on the brink of global war, frail ***Steve Rogers*** entered a secret laboratory and was transformed into the American ***super-soldier!*** For four thrilling years, he battled the Axis powers — until a freak stroke of fate threw him into ***suspended animation.*** When he awoke, he was a man decades out of his time! Since that fateful day, Steve Rogers has sought his destiny in this brave new world!

Stan Lee PRESENTS: **CAPTAIN AMERICA!®**

DRAGON MAN!

FT. DIX, NEW JERSEY: LESS THAN AN HOUR AGO, CAPTAIN AMERICA BATTLED ESCAPED NAZI WAR CRIMINAL BARON STRUCKER TO A STANDSTILL HERE --SAVING NOT ONLY HIS OWN LIFE, BUT THOSE OF S.H.I.E.L.D.* AGENTS NICK FURY AND DUM-DUM DUGAN AS WELL!

BUT VICTORY WAS FLEETING, FOR NO SOONER HAD STRUCKER MET DEFEAT, THAN THE MAN EXPLODED BEFORE CAP'S EYES! AND THEN CAP WAS FACED WITH AN AWFUL TRUTH...

...THE MAN HE'D FOUGHT WAS NOT A MAN AT ALL!

WELL, GAFFER?

NICHOLAS, IN ALL MY YEARS, I HAVE NEVER SEEN SUCH A SOPHISTICATED ROBOT!

HEY, WATCH IT WITH THEM BANDAGES! THAT'S MY BOWLIN' ARM!

YESSIR, AGENT DUGAN!

ROGER STERN & JOHN BYRNE
WRITER/CO-PLOTTERS/PENCILER

JOSEF RUBINSTEIN
INKER

JIM NOVAK, LETTERER
BOB SHAREN COLORIST

JIM SALICRUP, EDITOR

JIM SHOOTER, BIG GUY

LF139

*SUPREME HEADQUARTERS/INTERNATIONAL ESPIONAGE LAW-ENFORCEMENT DIVISION -- SECRET AGENT SALICRUP.

IF S.H.I.E.L.D. COULD COME UP WITH SOMETHING THIS COMPLEX, IT WOULD PUT HUMAN ESPIONAGE OUT OF BUSINESS!

THIS ROBOT HAD A PSEUDO-PULSE... IT MAINTAINED AN INTERNAL BODY TEMPERATURE OF 98-POINT-6... IT DUPLICATED ALL THE EXPECTED BODILY FUNCTIONS! AND UNLESS I MISS MY GUESS, THERE'S SOME SORT OF MASKING DEVICE IN THE TORSO THAT WOULD FOOL AN X-RAY CAMERA!

THOSE EYES EVEN SIMULATE THE RETINA PATTERNS OF THE LATE BARON STRUCKER! I TELL YOU, NICHOLAS, THIS CONSTRUCT MAKES OUR LIFE MODEL DECOYS LOOK LIKE TINKER TOYS!

YEAH? WELL, I AIN'T SURPRISED! IT FOOLED A BUNCH OF PRISON DOCTORS INTO THINKING IT WAS HUMAN!

GAFF, GET ME A FULL REPORT ON THIS THING'S INNARDS, AND SEE IF YOU CAN COME UP WITH SOME WAY OF TELLING THEM APART FROM ORDINARY FLESH AN' BLOOD FOLKS!

CAN DO, NICHOLAS. IT MAY TAKE A FEW DAYS THOUGH!

I THOUGHT I'D SEEN EVERYTHING, NICK! HOW COULD ANYONE POSSIBLY DEVELOP A ROBOT THIS COMPLEX?

BUT EVEN AS CAP SPEAKS--

--DEEP WITHIN THE ROBOT'S SKULL, A CLUSTER OF CIRCUITS STILL FUNCTION, TRANSMITTING SIGHT AND SOUND TO A LABORATORY MILES DISTANT!

HOW? WHY, I SPECIALIZE, CAPTAIN! ROBOTS ARE MY BUSINESS-- BUT NOT MY ONLY BUSINESS!

ALONE IN HIS CHAMBER, MACHINESMITH LAUGHS--

--WHILE, BACK AT FT. DIX...

I WANT TO KNOW IF THERE'S ANY CONNECTION BETWEEN THIS THING AND THE MANIPULATOR-ROBOT THAT CAP FOUGHT LAST MONTH*-- OR WITH THAT L.M.D. HASSLE I HAD!**

THE LEAPS WHICH SCIENCE HAS MADE IN MY LIFETIME NEVER CEASE TO AMAZE ME! I'VE FOUGHT DOZENS OF ROBOTS IN MY DAY--

I'VE EVEN FOUGHT ALONGSIDE SYNTHETIC MEN LIKE THE ORIGINAL HUMAN TORCH... THE VISION... BUT I'LL NEVER GET USED TO THE WAY MAN CONTINUES TO MIMIC NATURE!

HEY! IS IT MY IMAGINATION--

*CAP #242
**DEFENDERS #54. --J.S.

--OR DID "STRUCKER'S" EYE JUST MOVE? WAIT-A-MINUTE... WHAT IF THE ROBOT'S SENSORY CIRCUITS ARE STILL WORKING-- SPYING ON US?!

AND WHY WOULD SOMEONE WHO COULD BUILD SUCH A COMPLICATED DEVICE LEAVE US ENOUGH OF THE REMAINS TO EXAMINE, UNLESS...

... UNLESS IT'S BOOBY-TRAPPED!

DOWN! GET UNDER COVER ...FAST!

:?!?:

CAP, WHAT'S WRONG?

VERY GOOD, CAPTAIN! YOU'RE EVERY BIT AS CAPABLE AS I'D HEARD!

TA-TAH!

FULL DESTRUCT

AND WITH THE PUSH OF ONE REMOTE BUTTON, MACHINESMITH SETS OFF A SERIES OF SHAPED THERMITE CHARGES WITHIN THE ROBOTIC FORM...

BOOM

OY GEVALT! T-THERE WAS STILL AN ACTIVE DESTRUCT CIRCUIT IN THE ROBOT!

I'M AFRAID THAT'S NOT ALL THAT WAS ACTIVE, GAFFER!

I'M CERTAIN THAT OUR MYSTERIOUS ROBOT-MAKER HEARD OUR EVERY WORD!

NOT MUCH LEFT TO EXAMINE NOW, IS THERE?

BUT AS CAP AND THE GAFFER APPROACH THE COOLING SLAG...

IT'S SOME SORT OF DATA MODULE --STOP IT!

SHOOT IT DOWN, SOLDIER-- NOW!

TOO LATE, SIR! IT'S ALREADY OUTTA RANGE!

YOU CALL THAT SHOOTIN'?! IF WE'D HAD MARKSMEN LIKE YOU BACK IN THE BIG ONE, WE'D ALL BE SPEAKIN' GERMAN TODAY!

ULP. Y-Y-YESSIR.

TAKE IT EASY, NICK--IT WASN'T HIS FAULT, WE WERE ALL CAUGHT NAPPING.

I'M SURE WE'LL EVENTUALLY GET ANOTHER LEAD ON THIS ROBOT MAKER!

WHATTAYA MEAN "WE", MISTER? THIS IS S.H.I.E.L.D. BUSINESS. I'LL HANDLE THIS!

OH? LIKE THE WAY YOU HANDLED THAT GOVERNMENT PLAN TO TAKE CONTROL OF STARK INTERNATIONAL?*

THAT'S A LOW BLOW, CAP.

*SEE IRON MAN #119-129 --JIM.

I'M NOT REAL PROUD OF WHAT I DID TO TONY STARK--USING GOVERNMENT MONEY TO BUY HIS BUSINESS OUT FROM UNDER HIM. IF I'D HAD ANOTHER OPTION, I'D HAVE TAKEN IT.

YOU REALLY DIDN'T WANT TO DO IT, DID YOU? THEN WHY--?

LET'S JUST SAY... SOMETIMES EVEN THE DIRECTOR OF SHIELD HAS TO FOLLOW ORDERS.

CLASSIFIED INFORMATION, EH? ALL RIGHT, NICK, I'M SURE YOU HAVE YOUR REASONS. JUST LET ME KNOW IF YOU GET A LEAD ON THE FELLA BEHIND THE ROBOTS, OKAY?

YOU GOT MY WORD, YOU'LL BE THE FIRST TO KNOW.

LISSEN, YA OLD WARHORSE, TAKE CARE 'A YOURSELF--YA HEAR?

THERE GOES ONE TROUBLED MAN. IT MUST GALL FURY--AS STRAIGHTFORWARD A JOE AS HE IS--TO BE SADDLED WITH ALL THE INTRIGUE AND SECRECY THAT GOES WITH BEING HEAD HONCHO OF S.H.I.E.L.D.

THAT MUST BE THE DIRTIEST JOB IN THE WORLD.

HEY, CAP--I'M ALL PATCHED UP AND READY TO ROLL! CAN I GIVE YOU A LIFT ANYPLACE?

THANKS, DUM-DUM... YES. YOU CAN DROP ME OFF AT AVENGERS MANSION!

MEANWHILE, MILES AWAY IN MACHINESMITH'S HIDDEN LAB COMPLEX...

YES, YES, INDEED! CAPTAIN AMERICA IS MOST CAPABLE! I WISH I'D KEPT A CLOSER MONITOR TAP ON MY STRUCKER ROBOT! AH, WELL... I SHALL HAVE MY DATA SOON!

PING-PING!

I BELIEVE I HEAR IT COMING NOW!

HELLO, LITTLE GADGET-2! WHY, I HAVEN'T SEEN YOU SINCE I SEALED YOU UP INSIDE THAT WICKED ROBOT-BARON!

HAVE YOU BROUGHT ME ALL THAT WONDERFUL INFORMATION YOU ABSORBED FROM HIM?

PING-PING!

EXCELLENT! JUST PLUG YOURSELF INTO MY CENTRAL SYNAPSE SYSTEMS AND WE'LL ANALYZE ALL THAT LOVELY DATA!

KLIK

THERE'S A GOOD LITTLE GADGET!

STRIDING SWIFTLY THROUGH THE HUGE COMPLEX, MACHINESMITH FINALLY COMES TO AN ELEVATED OVERLOOK IN A MASSIVE LOADING DOCK, WHERE...

AH, I SEE THAT THE EXCAVATION OF THE PRIME SUBJECT HAS YIELDED RESULTS. I TRUST THAT HE IS INTACT!

HE IS, SIR!

GOOD! I'M COMING DOWN... ACTIVATE END MODE PROGRAMMING!

:KLIK: END MODE ACTIVATED. WORKER CREW REPORTING... PRIME SUBJECT PROCURED... AWAITING ORDERS :KLIK:

WELL DONE, WORKER CREW. THAT WILL BE ALL FOR NOW.

RETURN TO THE STORAGE AREA AND DEACTIVATE UNTIL FURTHER NOTICE!

:KLIK: WE HEAR AND OBEY. BEGINNING DEACTIVATION MODE :KLIK:

SO SAYING, THE CREW OF FOUR MECHANICALLY MARCHES INTO A NEARBY STORAGE ROOM... AND SHUTS OFF!

AT LAST! AT LONG LAST! HE'S MINE! EVER SINCE I LEARNED THAT HE HAD NOT BEEN DESTROYED, I KNEW I HAD TO HAVE HIM...

...HAD TO CONTROL HIM... HAD TO HAVE HIS POWER AT MY COMMAND!

HIS DECEPTIVELY DELICATE HANDS RIPPING AT THE BINDING ROPES, THE MAD ROBOT-MAKER QUICKLY YANKS BACK THE PROTECTIVE CANVAS --

--REVEALING THE COMATOSE FORM OF THE BEING KNOWN AS-- **DRAGON MAN!**

OH, THIS IS TOO RICH! IN JUST A MATTER OF HOURS, ONE OF THE MIGHTIEST SYNTHETIC BEINGS ON THE FACE OF THE EARTH WILL BE MINE TO COMMAND!

THE GOOD CAPTAIN AMERICA HAS SEEN FIT TO DEFEAT TWO OF MY ROBOTIC CREATIONS... STRUCKER AND THE MANIPULATOR...

...I WONDER HOW HE WILL FARE AGAINST MY NEW ACQUISITION? WILL HE DIE, SLOWLY ...OR ALL AT ONCE? HAH-HA-HA!

MEANWHILE, UNAWARE OF HIS IMPENDING DANGER, CAPTAIN AMERICA PICKS UP A SPARE SET OF STREET CLOTHES AND A PORTFOLIO HE HAD STORED AT AVENGERS MANSION, AND RESUMES THE LIFE OF STEVE ROGERS, COMMERCIAL ARTIST.

IT'S NOT A BAD LIFE, BEING A FREELANCE ARTIST, BUT IT DOES HAVE ITS REQUISITE DRAWBACKS. THERE ARE THE COUNTLESS MEETINGS WITH ART DIRECTORS...

...THE LONG, SEEMINGLY ENDLESS HOURS OF WAITING IN TINY RECEPTION ROOMS.

EVEN WHEN YOU DO FIND AN AD AGENCY THAT LIKES YOUR WORK--

--IT DOESN'T NECESSARILY RESULT IN AN ASSIGNMENT. "SORRY, KID," THE AD MAN SAYS, "I DON'T HAVE ANYTHING TODAY. CHECK BACK WITH ME IN A WEEK!"

AND SO, FOR STEVE ROGERS, ALL THAT IS LEFT TO DO AT THE END OF A LONG DAY IS TO TAKE THAT EVEN LONGER BUS RIDE HOME...

...TO BROOKLYN HEIGHTS.

BOY, AM I BUSHED! I CAN'T BELIEVE I SPENT A WHOLE DAY VISITING AGENCIES AND COULDN'T FIND A SINGLE BIT OF WORK!

MUCH AS I HATE TO THINK ABOUT IT, I'M GOING TO GIVE CYNTHIA KRAMER A CALL ON MONDAY.

DOING ILLOS FOR HER SWEAT MAGAZINE ISN'T EXACTLY BIG MONEY, BUT IT WILL PAY THE RENT.

I WONDER HOW OTHER HEROES, LIKE SPIDER-MAN, MAKE ENDS MEET?

LOST IN THOUGHT, STEVE STARTS UP THE STAIRS TO HIS STUDIO APARTMENT, WHEN SUDDENLY...

HEY, STEVE!

HMM?

WHERE YA BEEN, M'MAN? MIKE AND I HAVE BEEN WAITING AROUND TO TREAT YA TO DINNER!

SOUNDS GOOD TO ME, JOSH -- BUT TO WHAT DO I OWE THE HONOR?

THREE REASONS! FIRST, MIKE'S OLD COLLEGE BUDDY IS MOVING INTO THE BUILDING... SECOND, SAID BUDDY BROUGHT ALONG A PURELY WONDROUS RECIPE FOR SPAGHETTI -- AND THIRD -- WELL, IT IS FRIDAY.

JOSHUA, LEAD THE WAY!

AFTERNOON, MR. FARREL!

AFTERNOON, MR. ROGERS! I'M ALWAYS HAPPY TO ENTERTAIN A FELLOW GATORADE LOVER IN MY HUMBLE ABODE!

OH, STEVE -- I WANT YOU TO MEET A FRIEND OF MINE FROM COLLEGE -- BERNIE ROSENTHAL!

PLEASED TO MEET YOU...

... BERNIE?

IT'S SHORT FOR BERNADETTE, STEVE... AND BELIEVE ME, THE PLEASURE'S ALL MINE!

LUCIFER'S HAMMER

LORD OF LIGHT

SHŌGUN!

LORD OF THE RINGS

VISIT ACAP

AIR CA

I'M GOING TO BE MOVING IN ACROSS THE HALL, SO I GUESS WE'LL BE NEIGHBORS!

THAT'S WHAT JOSH WAS SAYING. WELL, I'M SURE YOU'LL LIKE IT HERE... THIS IS A VERY GOOD AREA.

OH, I KNOW! SAY...

...YOU'VE GOT ONE, TOO!

ONE WHAT?

A CLEFT... IN YOUR CHIN!

AND, WHILE THE TWO NEIGHBORS GET BETTER ACQUAINTED--

--MILES AWAY IN MACHINESMITH'S LAIR...

INCREDIBLE! AFTER ALL THOSE MONTHS OF LYING BURIED, UNDER-GROUND, DRAGON MAN STILL CLINGS TO LIFE!

THE GREAT BEAST HAS MERELY LAPSED INTO A DORMANT STATE, JUST WAITING FOR THE SPARK THAT WILL RETURN HIM TO FULL VITALITY!

I HAVE BUT TO THROW THIS SWITCH TO RETURN THE DRAGON MAN TO THE LIVING!

JUST... THROW THIS SWITCH... AND I SHALL RESTORE HIS... LIFE...

YES... LIFE! A LIFE MORE REAL AND TRUE THAN THIS EXISTENCE I AM FORCED TO ENDURE! I.. I CAN NO LONGER EVEN... CRY.

YOU HEAR? EVEN TEARS ARE DENIED ME! ALL BECAUSE OF MEN LIKE CAPTAIN AMERICA! THAT IS WHY HE MUST KNOW THE TRUE MEANING OF... *DEATH!*

THE SWITCH THROWN, MACHINESMITH'S DEVICES SEND MILLIONS OF VOLTS OF ENERGY RIPPLING THROUGH THE HUGE GRAY FORM--

--PRODDING THE INACTIVE BEHEMOTH BACK TO FULL, CONSCIOUS LIFE...

...ANGRY LIFE!

HIS LAST MEMORY IS ONE OF BATTLE... BATTLE IN JUST SUCH A COMPLEX AS THIS!*

HE REACTS ACCORDINGLY!

RARR!

EH?

*FANTASTIC FOUR #135 -- JIM.

UNGRATEFUL WRETCH! I GIVE YOU LIFE AND YOU REPAY ME WITH VIOLENCE?

NO, WHAT AM I SAYING? YOUR MIND IS BARELY THAT OF A CHILD'S!

GADGET-12... COME HERE!

NOW, DRAGON MAN, LET'S SEE HOW YOU REACT TO MY LITTLE TOY!

LIKE A DARTING, WEAVING HUMMINGBIRD, THE SHIMMERING SPHERE BUZZES THE GREAT BEAST'S HEAD--

--EMITTING A SOOTHING ULTRASONIC WAVE--

--WHICH LEAVES HIM QUITE ENTRANCED!

YES, YOU LIKE THE PRETTY LITTLE BAUBLE, DON'T YOU? EXCELLENT!

GADGET-12, YOU HAVE YOUR PROGRAMMING ...YOUR TRACKING CIRCUITS HAVE ALL THE DATA ON CAPTAIN AMERICA --HIS AURA PATTERN, HIS SCENT, HIS MASS DISPLACEMENT!

LEAD DRAGON MAN TO HIM... AND INITIATE THE ATTACK MODE!

WITHIN MOMENTS, THE CHAMBER IS SHAKEN BY THE BACKWASH OF AIR FROM DRAGON MAN'S MIGHTY WINGS, AND THEN...

FLY, MY FRIENDS -- **FLY!** SHOW CAPTAIN AMERICA WHAT IT MEANS TO PLAY WITH THE MACHINESMITH! HA-HA-HA-HA!

HOURS LATER, A CERTAIN DINNER IN BROOKLYN HEIGHTS HAS GIVEN WAY TO COFFEE AND CONVERSATION...

OH, I'LL ADMIT THAT SPRINGSTEEN'S DONE SOME GREAT STUFF-- BUT COSTELLO IS STILL MY FAVE, ESPECIALLY WITH NICK LOWE PRODUCING!

DON'T YOU AGREE, STEVE?

WELL, AH...

AND RIGHT NOW, AT WNEW-FM--

--IT'S TIME FOR ROBIN SAGON AND THE NEWS.

THANK YOU, VIN!

WELL, WE'VE BEEN GETTING REPORTS IN ALL EVENING OF A STRANGE FLYING OBJECT BUZZING CERTAIN BUILDINGS IN MIDTOWN MANHATTAN.

INCLUDED IN THOSE 'SIGHTINGS-SITES' ARE THE WERSCHULTZ, THE GOODMAN, AND THE HARTLEY BUILDINGS!

THAT'S FUNNY... I VISITED ALL OF THOSE BUILDINGS TODAY... IN THAT VERY ORDER!

OH, DON'T TELL ME WE'RE IN FOR ANOTHER U.F.O. SCARE!

IF I DIDN'T KNOW BETTER, I'D ALMOST THINK SOMEONE WAS TRACKING ME. BUT... NO, THAT'S RIDICU-LOUS!

MMM! THAT MAN CERTAINLY KNOWS HOW TO MOVE! JUST WALKING ACROSS THE ROOM, HE LOOKS LIKE HE'S READY FOR ANYTHING!

I DON'T THINK I'VE MET ANYONE WITH THAT MUCH PRESENCE.

MORE AFTER THIS...

GLANCING UP FROM THE STEREO RECEIVER, STEVE'S GAZE IS SUDDENLY DRAWN TO A FLEETING SILHOUETTE...

WHAT ON EARTH--?!

GOT TO CHECK THIS OUT IMMEDIATELY!

EXCUSE ME, BERNIE! FOLKS, I HAVE TO RUN ...JUST REMEMBERED AN IMPORTANT ERRAND!

OH!

WELL! THAT WAS CERTAINLY ABRUPT!

YEAH, WELL... I WOULDN'T TAKE IT TOO PERSONALLY, BERNIE. I MEAN, STEVE'S NOT THE RUDE TYPE... HE JUST TENDS TO KEEP THINGS TO HIMSELF AT TIMES.

'KEEP THINGS TO HIMSELF?' OH, MAN--WHERE'S MY HEAD? I FORGOT TO GIVE HIM THE SPECIAL-DELIVERY LETTER THAT CAME FOR HIM THIS MORNING!

I'D BETTER GO AFTER HIM!

STEVE? HEY, STEVE--WAIT UP!

A SERIES OF QUICK STRIDES CARRIES JOSH COOPER UP TO STEVE'S FOURTH FLOOR STUDIO, BUT...

STEVE?

NO ANSWER? FUNNY, I COULDA SWORN HE HEADED UPSTAIRS!

PUZZLED BY HIS FRIEND'S FAST DISAP-PEARANCE, JOSH RETURNS TO THE LOWER FLOORS--

--LITTLE GUESSING THAT STEVE ROGERS HAS ALREADY BEEN HERE AND GONE...

...LEAVING HIS APARTMENT BY AN AUXILIARY EXIT.

BUT THE MAN WHO BOLDLY DASHES ACROSS THE ROOFTOPS IS NO LONGER A WEARY FREELANCE ARTIST.

ONCE MORE, HE HAS BECOME THE LIVING SYMBOL OF FREEDOM!

I'D HOPED I WAS WRONG ABOUT THAT SILHOUETTE, BUT... IT'S HIM ALL RIGHT! DRAGON MAN!

I NEVER WENT UP AGAINST HIM MYSELF -- BUT AS I RECALL, HE GAVE HERCULES A RUN FOR HIS MONEY!* I'LL HAVE TO APPROACH HIM VERY CAREFULLY.

*AVENGERS #42 -- JIM.

ACCORDING TO THE AVENGERS' INFORMATION FILE, HIS MIND IS EVEN MORE CHILDLIKE THAN THE HULK'S. I DON'T UNDERSTAND WHY HE WOULD COME HERE.

WAIT! THAT METAL BALL HE'S PLAYING WITH IS JUST LIKE THE ONE THAT WAS INSIDE THE STRUCKER-ROBOT! MAYBE I HAVE BEEN FOLLOWED!

BUT, AS CAP DRAWS NEAR, THE SHINY METAL BALL SUDDENLY SWITCHES FREQUENCIES, PRODUCING AN ULTRA-WAVE THAT IS LESS THAN SOOTHING...

RARRWH

EH?

MRAWWR!

SO MUCH FOR APPROACHING HIM CAREFULLY! I DON'T KNOW WHAT THAT FLYING BALL'S DONE, BUT IT CERTAINLY SET HIM OFF!

I HAVE TO LURE HIM AWAY FROM HERE! THIS IS A HEAVILY RESIDENTIAL AREA... IF HE KEEPS RIPPING BUILDINGS APART, THERE'S NO TELLING HOW MANY PEOPLE COULD GET HURT!

INDEED, AT THAT VERY MOMENT, BELOW THE BATTLE...

HARRY, HARRY, HARRY! WHAT'S WRONG WITH US? WHATEVER HAPPENED TO THE EXCITEMENT IN OUR LIVES?

MRRPH.

HOW COLD WAS IT, JOHNNY?

KER-A-SH!

HARRY!

UNH? WAZZAT?!

BEFORE THE COUPLE CAN BUDGE FROM THEIR BEDS, THE GREAT TAIL IS FOLLOWED BY SEVERAL TONS OF RAGING FURY!

EEEEEE!

OH, NO! CIVILIANS!

GRARR?

THE WOMAN'S SCREAM DISTRACTED DRAGON MAN FOR JUST A SECOND, BUT IT WAS ENOUGH FOR ME TO LEAP AWAY!

NOW I'D BETTER PUT MYSELF BETWEEN BIG GRAY AND THOSE FOLKS BEFORE HE NOTICES THEM!

HURRY-- GET OUT OF HERE!

THERE'S THE BOUNCING BALL AGAIN... AND THE WAY DRAGON MAN'S REACTING, IT MUST BE PUTTING HIM IN EXCRUTIATING PAIN--

--DRIVING HIM CRAZY! IN THAT CASE, IF I TAKE IT OUT, HE SHOULD BE EASIER TO HANDLE!

BUT EVEN AS CAP HURLS HIS SHIELD--

--GADGET-12'S SENSORS DETECT ITS DANGER, AND IT ZIPS OUT OF HARM'S WAY...

...SO THAT THE STARRED-AND-STRIPED DISC STRIKES A SOMEWHAT LARGER TARGET.

DRAGON MAN REACTS IN TYPICAL FASHION, BUT FINDS THE INDESTRUCTIBLE SHIELD TO BE MORE THAN HE CAN HANDLE.

AND SO...

RAWR!

NO!

SECONDS LATER, AT 5,000 FEET...

GROUND CONTROL-- DID YOU SEE THAT?

SEE WHAT?

UH... NEVER MIND IT WAS PROBABLY JUST A WEATHER BALLOON... OR SOMETHING.

MEANWHILE, BACK DOWN AT ROOF-TOP LEVEL, THE SUDDENLY SHIELD-LESS AVENGER THROWS HIMSELF INTO A DESPERATE DASH!

GRRAWWR!

AT LEAST I BOUGHT A FEW SEC-ONDS TO GET TO SAFETY. NOW I'D BETTER GET OUT OF HERE! THE WAY DRAGON MAN KEEPS AFTER ME, I'M ENDANGERING THIS ENTIRE NEIGHBORHOOD!

AHGHH! I FORGOT ABOUT HIS FLAME-BREATH! WAIT! HE'S NOT DIRECTING IT AT ME -- BUT AT THAT FLYING SPHERE!

THAT BLASTED BALL IS LIKE A BAD PENNY! SOMETHING TELLS ME I'M NOT GOING TO BE ABLE TO SHAKE IT...

... NOT THE WAY IT KEEPS ZIPPING AROUND SO THAT I'M BETWEEN IT AND THE DRAGON MAN!

IGNORING HIS OWN PERSONAL DANGER, CAP VAULTS OVER THE FIRE AND DOUBLES BACK, LURING THE MADDENED BEAST ON...

KRE-SH

JUST AS I'D HOPED, HE TORE RIGHT INTO THE WATERTOWER! A FEW APARTMENTS MIGHT GET WATERLOGGED, BUT AT LEAST THE FIRE'S OUT --

--AND DRAGON MAN'S BEEN SLOWED DOWN ENOUGH THAT I CAN MAYBE PUT A LITTLE DISTANCE, BETWEEN US!

BUT...

GOOD LORD! HIS SPEED IS EVEN GREATER THAN I SUSPECTED. LOOKS LIKE I'M THE ONE WHO'S SLOWING DOWN. IF ONLY I HAD MY SHIELD!

AT THAT MOMENT, AS IF IN ANSWER TO CAP'S WISH--

--HIS MIGHTY SHIELD COMES PLUMMETING DOWN FROM THE HEAVENS...

...WITH UNFORTUNATE RESULTS!

KA-PLAMM

WHAT?!

TWO GREAT GRAY HANDS CLOSE AROUND THE AVENGER'S MID-SECTION LIKE A VISE, AS THE BUZZING IN THE DRAGON MAN'S HEAD GROWS MORE AND MORE SHRILL!

DRIVEN TO A STATE OF UTTER FRENZY, THE HUGE BEAST TIGHTENS HIS GRIP... AND BEGINS TO SQUEEZE THE VERY LIFE FROM THE BODY OF CAPTAIN AMERICA!

MY SHIELD, HITTING THAT CHIMNEY WITH SUCH VELOCITY, DISTRACTED ME AT JUST THE WRONG TIME!

DRAGON MAN'S GOT ME!

WE SINCERELY SUGGEST THAT YOU DO NOT MISS OUR NEXT ISSUE--

"DEATH COMES CALLING!"

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CAP SMASHES THRU!

BYRNE and RUBINSTEIN

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STAN LEE PRESENTS: **CAPTAIN AMERICA!®**

DEATH, WHERE IS THY STING?

AFTER A LONG AND WEARYING DAY, CAPTAIN AMERICA CAME HOME TO BROOKLYN HEIGHTS... ONLY TO HAVE HIS EVENING INTERRUPTED BY A MULTI-TON TERROR CALLED ***DRAGON MAN!***

GOADED INTO A RAMPAGE BY THE ULTRASONIC WAVES OF A MYSTERIOUS, FLYING METAL SPHERE, THE SIMPLE-MINDED BEHEMOTH CHASED THE STAR-SPANGLED AVENGER FROM ROOFTOP TO ROOFTOP.

AND THEN, CAP'S LUCK REALLY TURNED BAD!

ROGER STERN & JOHN BYRNE
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JOE RUBINSTEIN INKER
JIM NOVAK LETTERER
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JIM SALICRUP, EDITOR
JIM SHOOTER, EDITOR-IN-CHIEF

ARGHH! IT'S NO USE! I CAN'T GET ANY LEVERAGE IN THIS POSITION... THERE'S NO WAY I CAN BREAK DRAGON MAN'S GRIP!

MY RIBS ARE STARTING TO GIVE. I HAVE TO DISTRACT HIM... ONLY ONE WAY TO DO THAT!

WITH A SKILL RIVALING THAT OF ANY MAJOR LEAGUE PITCHER, CAP LINES UP HIS SHOT, AND LETS FLY WITH HIS LEATHER GAUNTLET--

ZOT

--HITTING THE ONE SENSITIVE AREA ON DRAGON MAN'S BODY!

MRRAWW!

IT WORKED... JUST IN TIME! I COULDN'T HAVE HELD OUT MUCH LONGER!

GRONNK!

I HATED DOING THAT, THOUGH. DRAGON MAN ISN'T REALLY RESPONSIBLE FOR HIS ACTIONS-- HE'S LIKE SOME BIG KID!

IT'S THAT BLASTED FLYING METAL BALL THAT CAUSED ALL OF THIS!

PING- PING- PING!

AND HERE IT COMES, AFTER ME AGAIN! I'M NOT SURE HOW THAT THING WORKS, BUT I HAVE TO STOP IT BEFORE IT WORKS DRAGON MAN UP INTO ANOTHER FRENZY!

IT MANAGED TO EVADE MY SHIELD WHEN I THREW IT,* BUT MAYBE IF I CAN LURE IT IN CLOSER...

*LAST ISSUE -- JIM.

SUDDENLY, CAP WHEELS AROUND--SWINGING HIS SHIELD ABOUT IN ONE, FAST, DEVASTATING ARC!

GOT IT!

SQUEEEEE

NOW LET'S SEE IF I CAN TALK DRAGON MAN DOWN TO A STATE OF RELATIVE CALM.

EVERYTHING'S ALL RIGHT, BIG FELLA! NOBODY HERE WANTS TO HURT YOU... I'LL HELP YOU IF I CAN!

SLOWLY, THE TOWERING FIGURE SHAKES HIS HEAD. THE BAD NOISE HAS STOPPED... THE PAIN IS GONE! THE MAN WITH THE METAL DISC IS TALKING TO HIM...GENTLY. HE FOUGHT THE MAN... BUT WHY?

THEN, HE REMEMBERS! IT WAS BECAUSE OF THE SHINY BALL THAT MADE THE BAD NOISE...THE SHINY BALL THAT THE BALD MAN --MACHINESMITH -- HAD USED ON HIM!

AND SUDDENLY, HE REMEMBERS WHERE MACHINESMITH IS!

GRAARR!

UH-OH! I DON'T KNOW WHAT'S ON HIS MIND, BUT HE'S DEFINITELY MAD ABOUT SOMETHING!

THAT GIVES ME A PROBLEM! I CAN'T LOSE HIM NOW!..IF HE GOES ON ANOTHER RAMPAGE, THERE'S NO TELLING WHO COULD BE HURT!

BESIDES, I'M CERTAIN THAT THE METAL BALL WHICH HAD HIM STIRRED UP IS SOMEHOW CONNECTED WITH THE POWERS BEHIND THE BARON STRUCKER ROBOT I FOUGHT THIS MORNING!*

*SEE ISSUE #247 --J.

DRAGON MAN IS MY ONLY REAL LEAD IN THIS MESS... UNFORTU-NATELY, HE'S PICKING UP SPEED AND PULLING AWAY FROM ME!

I COULD SURE MAKE GOOD USE OF AN AVENGERS QUINJET RIGHT NOW!

BUT, SINCE THERE ISN'T ONE HANDY, I GUESS I'LL JUST HAVE TO IMPROVISE.

SNATCHING UP THE CLOTHES-LINE ON THE RUN, CAP TIES A QUICK SLIP-KNOT--

--AND, HOLDING HIS BREATH, MAKES A FAST, DESPERATE CAST!

THE MAKESHIFT LARIAT FINDS ITS MARK, AND--THOUGH THE CORD STRETCHES SLIGHTLY--IT HOLDS!

AND DRAGON MAN, TOO ANGRY TO NOTICE, PULLS THE AVENGER INTO THE AIR!

MEANWHILE, BACK AT STREET LEVEL--

--THE HABITANTS OF BROOKLYN HEIGHTS GATHER IN THE MIDNIGHT DARKNESS, WATCHING NERVOUSLY AS FIREMEN PUT OUT A FIRE'S LAST BURNING EMBERS...

...LITTLE GUESSING THAT THE BLAZE HAD BEEN STARTED BY A DRAGON!

AMONG THOSE MILLING BEHIND THE POLICE LINES ARE TWO PEOPLE WHO WOULD BE ASTOUNDED TO LEARN THAT THEIR FRIEND STEVE ROGERS IS ACTUALLY CAPTAIN AMERICA.

THAT'S THE STRANGEST FIRE I'VE EVER SEEN, JOSH! I WONDER HOW IT STARTED?

I DUNNO, BERNIE. LET'S WAIT AROUND FOR MIKE--MAYBE HE'LL KNOW.

FINALLY, AFTER THE CROWDS BEGIN TO THIN OUT...

WELL, MIKE, WHAT'S THE WORD?

WE WERE REAL LUCKY, APPARENTLY, NOBODY WAS HURT, OF COURSE, WE WON'T KNOW UNTIL WE SIFT THROUGH THE WRECKAGE, BUT THINGS LOOK GOOD.

AND, HEY--YOU WON'T BELIEVE THIS, BUT WITNESSES CLAIM THE BLAZE WAS STARTED BY SOME BIG MONSTER... THAT WAS CHASING CAPTAIN AMERICA!

A MONSTER? CAPTAIN AMERICA? HERE?!

ISN'T THAT SOMETHING? THEY SAY SOME BIG DRAGON WAS AFTER HIM -- TOSSING CHUNKS OF MASONRY AROUND LIKE THEY WERE MARBLES!

I HOPE STEVE WASN'T HURT IN ANY OF THAT! WE HAVEN'T BEEN ABLE TO FIND HIM!

YEAH, I THINK STEVE'S GOT HIMSELF A ONE-WOMAN FAN CLUB HERE!

HEY, COME BACK, BERNIE! I WAS JUST KIDDIN'!

HE'S... RIGHT. I GUESS I DO CARE ABOUT STEVE... BUT THAT'S CRAZY! WE JUST MET! THINGS LIKE THIS DON'T HAPPEN IN REAL LIFE.

DO THEY?

BUT, EVEN AS BERNIE ROSENTHAL PONDERS THIS TURN OF EVENTS --

--STEVE ROGERS FINDS HIMSELF JUST A FEW HUNDRED FEET OVER A REMOTE RURAL AREA...

...AND DROPPING FAST!

LOOKS LIKE BIG GREY IS ABOUT TO COME IN FOR A LANDING, I'D BETTER DO THE SAME--

--IF I DON'T WANT TO END UP AS A RED-WHITE-AND BLUE SMEAR!

A SIMPLE ROLLING TUMBLE SHOULD EAT UP MY MOMENTUM, AND BRING ME DOWN TO A MORE MANAGEABLE SPEED!

THERE! NOW TO CATCH UP WITH DRAGON MAN!

BARELY FIVE HUNDRED FEET AHEAD OF THE AVENGER, DRAGON MAN TOUCHES DOWN, STRIDES MENACINGLY TOWARDS A SIMPLE COUNTRY BARN--

GRARRR!

--AND GAINS ENTRANCE!

KRE-ESH

GREAT SCOTT! HE RIPPED THE WHOLE END OF THAT BARN APART AS IF IT WERE MADE OF PAPER!

WAIT-A-MINUTE? WHERE'S HE DISAPPEARING TO?

HMMM...CURIOUSER AND CURIOUSER! NO BARN EVER HAD A SUB-STRUCTURE LIKE THIS!

ALREADY FAR BELOW GROUND, THE DRAGON MAN STALKS THE HUGE CORRIDORS, LOOKING FOR HIS PREY, AND BEFORE TOO LONG...

--HE FINDS IT!

GRRAR!

WHAT?! DRAGON MAN? Y-YOU'RE NOT SUPPOSED TO BE HERE! WHERE IS THE LITTLE GADGET I HAD GUIDING YOU?

DRAT-DRAT-DRAT! I KNEW I SHOULD HAVE KEPT CLOSER TABS ON THE TWO OF YOU!

DRAGON MAN PAYS LITTLE HEED TO THE MACHINESMITH'S RAVINGS. HE SIMPLY SMASHES HIS WAY ONWARD... EVER ONWARD... WITH MAYHEM ON HIS MIND--

FROM OUT OF THE VERY WALLS SHOOT THREE IDENTICAL METAL SPHERES-- GLEAMING SILVERY BALLS OBEDIENT TO MACHINESMITH'S EVERY THOUGHT...

WHAT DO YOU THINK YOU'RE DOING? YOU CANNOT HARM ME!

GADGETS 8, 9, AND 10-- FRONT AND CENTER!

TEACH THIS BRUTE A LESSON!

...EACH OF THEM PACKING A CHARGE OF OVER A HALF-MILLION VOLTS!

YOU POOR, POOR, FEEBLE-MINDED BEAST! WHY DID YOU HAVE TO THREATEN ME?

YOU HADN'T A CHANCE OF WINNING. I PREPARE FOR EVERYTHING!

EVERYTHING, MISTER? ARE YOU PREPARED FOR ME?

WHAT?!

KTANG

KTANG

KTONG

KRAK

KRAK

KRAK

MY GADGETS! MY POOR LITTLE GADGETS--NO!

THAT'S LESSON NUMBER ONE--NO AMOUNT OF PREPARATION IS ENOUGH TO COVER EVERY SINGLE EVENTUALITY!

I SUPPOSE THIS IS WHERE I'M SUPPOSED TO GASP "IT'S CAPTAIN AMERICA" IN THE BEST VILLAINOUS TRADITION!

FELLA, I DON'T CARE WHAT YOU CALL ME. BELIEVE ME, I'VE BEEN CALLED PLENTY OF THINGS IN MY TIME!

I DON'T DOUBT THAT, CAPTAIN! STILL, I SHOULD WARN YOU--MACHINESMITH IS NOT ONE TO BE TRIFLED WITH!

MACHINESMITH, IS IT? WELL, MR. SMITH, I THINK YOU AND I SHOULD HAVE A FEW WORDS!

JUDGING FROM THE EQUIPMENT LINING THE WALLS, I'D GUESS THAT YOU'RE THE MAN BEHIND THE ROBOTS I'VE FOUGHT RECENTLY... RIGHT?

YOU ARE PARTIALLY CORRECT, SIR! BOTH THE ERSATZ BARON STRUCKER AND THE MANIPULATOR WERE MY CREATIONS.

BUT AS TO ME BEING A MAN=KLIK=

GOOD LORD! YOU'RE A ROBOT, TOO!

HAH-HAH-HA! SO, EVEN THE GREAT CAPTAIN AMERICA CAN BE TAKEN BY SURPRISE, EH? EXCELLENT!

YOU'LL DO JUST FINE! HA-HA! :KLIK:

I HOPE YOU'LL FORGIVE MY LITTLE JOKE, CAPTAIN--

--BUT, YOU SEE, I DO PREPARE FOR EVERYTHING!

WELL... ALMOST EVERYTHING!

SURPRISE, SURPRISE!

SURPRISE?

OH, NO!

KTONG

WHOA! HE ALMOST CAUGHT ME NAPPING WITH THAT LITTLE DIVERSION!

IT'S... CLOBBERIN'... TIME!

I CAN SEE RIGHT NOW THAT I'LL HAVE TO STAY ON MY TOES AROUND HERE!

SMITH HAS ACTIVATED A SMALL ARMY OF PARTIALLY-ASSEMBLED ROBOTS!

IT'S... CLOBBERIN'... TIME!

ONE SIDE, OAF! MAGNETO SHALL CRUSH THIS AVENGING IDIOT UNDER HIS OWN SHIELD! :KLIK:

INCREDIBLE! I DON'T KNOW HOW MACHINESMITH DOES IT, BUT HE HAS HALF OF THESE ROBOTS ACTUALLY ACTING LIKE THE PEOPLE THEY'RE BUILT TO MIMIC!

STILL, I HAVE ONE BIG ADVANTAGE--

--THEY'RE NOT COMPLETELY ASSEMBLED! I'D NEVER HAVE BEEN ABLE TO USE A FULLY FUNCTIONAL 'MAGNETO' AGAINST AN OPERATIONAL 'SPIDER-MAN' THIS WAY!

KLATANG

LIKEWISE, THE REAL *THING*--OR EVEN A REASONABLE FASCIMILE--WOULD HAVE BEEN MUCH HARDER TO TRASH THAN THIS HEADLESS WONDER!

YOU'D BEST GIVE UP NOW, MACHINESMITH! THIS ERECTOR-SET SQUAD WON'T HOLD ME BACK FOR LONG!

OH? TOO BAD.

HOW ABOUT A NICE, STRONG OMNIUM STEEL DOOR THEN?

TA-TAH!

I CAN'T LET HIM ESCAPE! IN HIS OWN WAY, HE'S A BIGGER MENACE THAN DRAGON MAN!

THIS ROBOT WASN'T MUCH OF A FIGHTER-- LET'S SEE HOW HE DOES AS A DOOR-STOP!

KRUNK

AH, PERFECT!

BLAZES! THIS UNDERGROUND COMPLEX MUST GO ON FOR MILES! I'D BETTER STOP MACHINESMITH BEFORE HE DISAPPEARS ON ME!

WHO KNOWS WHAT HORRORS HE MIGHT UNLEASH NEXT!

WITH TWO BOLD STRIDES, CAP LAUNCHES HIMSELF DOWN THE CORRIDOR AFTER THE FLEEING ROBOT-MAKER!

EH? I HAVE UNDERESTIMATED YOU, CAPTAIN! YOU ARE EVEN MORE CAPABLE THAN I BELIEVED!

I KNOW ALL ABOUT ME, MACHINESMITH -- IT'S YOU I WANT TO KNOW MORE ABOUT. AS I SAID BEFORE, LET'S TALK!

YES, YOU'D LIKE A CONFESSION FROM THE VILLAIN OF THE PIECE, WOULDN'T YOU?

WELL, WHY NOT? I'M NOT NEW TO THIS ROLE. YOU SEE, CAPTAIN--

"-- I ONCE ASSUMED THE ROLE OF MISTER FEAR TO BATTLE DAREDEVIL, HIGH OVER NEW YORK!

"ALAS, MY COMBAT PROWESS WAS NOT THE EQUAL OF MY MECHANICAL SKILLS.

"I FORGOT TO ACCOUNT FOR THE IMBALANCE OF TWO COMBATANTS ON A PITCHING, FLYING PLATFORM. UNHAPPILY, I SLIPPED!"

HE FELL TO HIS DEATH... THE WAY HE MEANT FOR ME TO GO!

"I'M AFRAID I DIDN'T LAND VERY WELL. FORTUNATELY I HAD PROGRAMMED MY EARLIEST ROBOTS TO PRESERVE MY LIFE AT ANY COST!

"THEY FOUND ME IN A LONELY ALLEY BEFORE THE SPARK OF LIFE HAD FLED."

WHAT? DO YOU HONESTLY EXPECT ME TO BELIEVE THAT YOU SURVIVED A FALL LIKE THAT... WITHOUT ANY PROTECTION AT ALL?

EVERY WORD OF IT IS THE TRUTH, CAPTAIN. AFTER ALL, I'M HERE, AREN'T I? =KLIK=

OR AM I OVER HERE... BEHIND YOU? HAH-HA-HA-*HA!*

NOT AGAIN! IS THAT THE REAL MACHINESMITH OR JUST ANOTHER ROBOT? *IS* THERE A REAL MACHINESMITH?

ARGGH! I... MUST BE... GETTING TIRED! THIS IS TWICE HE'S CAUGHT ME WITH THE SAME BLASTED DIVERSION!

EMBARRASSED BY HIS SHOW OF WEAKNESS, CAP ANGRILY THROWS OFF THE ROBOTIC STRANGLE-HOLD --

--AND IS IMMEDIATELY BESET FROM ALL SIDES!

THESE LITTLE "GUIDED MUSCLES" AREN'T TOO MUCH OF A THREAT, BUT THEY ARE KEEPING ME BUSY! I DON'T GET IT, WHY DOESN'T MACHINESMITH GET OUT OF HERE? DOES HE WANT ME TO CATCH HIM?

RUNNING OUT OF ROBOTS, SMITH? THESE SPARE PARTS WON'T STOP ME!

FRANKLY, CAPTAIN, I'D BE SURPRISED IF THEY DID!

OH, THIS IS SPLENDID!

I HAVEN'T HAD AN OPPORTUNITY TO OBSERVE A FIGHTING MAN UP CLOSE IN YEARS! OF LATE, I'VE RELIED ON REMOTE CAMERAS IN SIMULACRUM ROBOTS, LIKE YOUR BARON STRUCKER!

SEEING YOU IN THE FLESH LIKE THIS... WHY, I CAN ALMOST UNDERSTAND WHY THE TABLOIDS PERSIST IN CALLING YOUR KIND "SUPER HEROES!"

OH, SHALL I TELL YOU MORE OF MY STORY WHILE YOU FIGHT?

"I KNOW WHY YOU DOUBTED MY DEATH-FALL STORY. I WOULD DOUBT IT MYSELF IF I HADN'T EXPERIENCED IT. AH, BUT HAPPEN IT DID. I SHALL NEVER FORGET THE SIGHT THAT GREETED ME UPON REGAINING CONSCIOUSNESS.

"MY FIRST THOUGHT WAS THAT I WAS HAVING SOME SORT OF DELIRIUM. BUT THEN, THE ODD SHAPES BEGAN TO RESOLVE THEMSELVES INTO RECOGNIZABLE FORMS... THOSE OF MY WORKER-ROBOTS.

"I REMEMBER I FELT VERY WELL--EVEN STRONG--ALTHOUGH I HAD THIS INCREDIBLE SENSE OF DETACHMENT. AND THEN, I LIFTED MY HAND TO MY FACE... ***BUT IT WAS NO LONGER MY HAND!***

"MY ROBOTS HAD OBEYED THEIR PRIME DIRECTIVE AND PRESERVED MY LIFE IN THE ONLY WAY THEY KNEW. MY BODY HAD BEEN BATTERED BEYOND ANY HOPE OF RECOVERY--

"--SO THEY HAD PROGRAM-RECORDED MY MIND! IN EFFECT, I BECAME A *LIVING ROBOT!*"

"IT WAS ALMOST MORE THAN MY MIND COULD BEAR, BUT... I... LEARNED TO LIVE WITH IT. I PUT MY EXPERTISE TO WORK AND CREATED A SCORE OF ROBOTS. SOME SELF-SUSTAINING MODELS -- LIKE THE MANIPULATOR* -- WERE FOR MY OWN AMUSEMENT.

"OTHER, SIMPLER ROBOTS I LEASED OR SOLD TO... AH... ENTREPRENEURS. THEY PROVIDED THE CAPITAL TO MAINTAIN MY LABS--

"--AND, EVENTUALLY, TO CONSTRUCT A MORE HUMAN APPEARANCE FOR MY NEW IDENTITY... *MACHINESMITH!*"

*SEE AVENGERS #178 & CAP #242 -- SALICRUP.

WHAT A STORY! IF IT'S TRUE, IT EXPLAINS A LOT! MACHINESMITH AWOKE TO FIND HE WAS NO LONGER HUMAN... IT MUST HAVE DRIVEN HIM MAD!

I THINK YOU'VE HEARD ENOUGH FOR NOW, CAPTAIN. LET'S END THIS, SHALL WE?

THIS SUPER-THICK BARRIER IS EITHER AN ACT OF DESPERATION... OR A TRAP! WHATEVER THE CASE, I HAVE TO GET THROUGH BEFORE IT SLAMS SHUT!

HIS SINEWY LEGS FLEXING LIKE COILED SPRINGS, CAP DIVES THROUGH THE RAPIDLY NARROWING SPACE!

BUT, AS THE METER-THICK MASS OF METAL SLAMS SHUT BEHIND HIM...

THREE STRIKES, CAPTAIN! YOU'RE OUT! =KLIK=

BLAST! HOW AM I EVER GOING TO STOP A MAN WHO CAN SWITCH HIS MIND FROM ONE BODY TO ANOTHER? DO I HAVE TO SMASH EVERY SINGLE ROBOT HE EVER BUILT?

I WONDER HOW MANY OF THESE THINGS HE... HAS... LEFT?

OH, NO!

WHY, WHATEVER IS THE MATTER, CAPTAIN?
DON'T TELL ME THAT A LIVING LEGEND SUCH AS YOURSELF--
--IS WORRIED ABOUT A LITTLE THING--
--LIKE AN ARMY OF MACHINE-SMITHS?
WHAT MONEY WON'T BUY, EH?
BUT ENOUGH OF THIS MAD HILARITY...
...ATTACK!

I DON'T BELIEVE IT! HOW CAN HE SPREAD HIS MIND OUT OVER A DOZEN OR MORE ROBOTS!
MY, HE CERTAINLY IS--
--A SLIPPERY ONE! BUT UNFORTUNATELY--
--WE CAN TAKE IT...
...CAN'T WE?

BUT YOU'VE DISCOVERED THAT ALREADY, HAVEN'T YOU, CAPPY?
WE DON'T FLY APART THE WAY THE OTHER MACHINESMITHS DID! WE WERE BUILT FOR SITUATIONS JUST SUCH AS THIS!
TSK-TSK! I THINK WE'VE MADE HIM ANGRY!

I CAN'T BELIEVE 'SMITH WOULD PROGRAM OTHER ROBOTS TO ACT JUST LIKE HIM! HE MUST BE SLIPPING FROM ONE BODY TO ANOTHER. BUT WHAT KEEPS THE OTHER ROBOTS UP IN THE MEANTIME... WHAT?!
YOU'RE A REASONABLE MAN, CAPTAIN! WHY NOT GIVE UP--

--NOW, BEFORE YOU FALL FROM THE SHEER WEIGHT--
--OF OUR NUMBERS?
HMM...THEY SEEM TO BE FIGHTING THE HARDEST WHEN I GET CLOSER TO THAT COMPUTER BANK! THEY'RE PROTECTING IT!

I'LL JUST BET THAT THE COMPUTER IS DIRECTING THE ROBOTS THAT MACHINESMITH ISN'T INHABITING!

GIVE UP, OLD BOY?

SORRY, MR. SMITH, BUT I NEVER GIVE UP!

EH? WHERE ARE YOU--?

HE'S HEADED FOR THE CENTRAL SYNAPSE SYSTEMS--

--STOP HIM!

'CENTRAL SYNAPSE SYSTEMS'... THAT SOUNDS LIKE WHAT I'M AFTER! IF I'M RIGHT, SMASHING THIS SHOULD MAKE THEM FALL DOWN... EXCEPT FOR ONE!

KRESH

THAT ONE WILL BE MACHINESMITH... HOPEFULLY, TRAPPED IN ONE BODY!

WA-BOOM

BUT ONCE THE SHOCKWAVE SUBSIDES...

WHAT? THEY *ALL* FELL DOWN! THEN THE REAL MACHINE-SMITH GOT AWAY!

NO...NO, I'M AFRAID YOU'RE MISTAKEN, CAP. IT'S QUITE IMPOSSIBLE FOR ME TO GET AWAY. ACTUALLY, I'VE BEEN HERE ALL THE TIME!

AH, BUT I SEE YOU'RE CONFUSED. ALLOW ME TO EXPLAIN.

REMEMBER HOW I SAID MY ROBOTS HAD PROGRAM-RECORDED MY MIND? SO THEY DID ...BUT INTO THIS COMPUTER!

YOU SAID YOU'D BECOME A LIVING ROBOT!

NO, I SAID THAT IN EFFECT I'D BECOME ONE. A BIT OF A HALF-TRUTH, I'M AFRAID. YOU SEE, TO GIVE ME MOBILITY MY CYBERNETIC CIRCUITS MICROBEAM ME INTO THE BODIES... I'M NEVER QUITE ALL THERE!

"EVEN AFTER I HAD DEVELOPED A MORE HUMAN-LOOKING BODY, I KNEW I WAS LIVING THE MOST OUTRAGEOUS LIE IMAGINABLE. LIVING... HAH! I WAS JUST EXISTING!

"I REMEMBER, ONE DAY I DECIDED THAT DEATH WOULD BE PREFERABLE.

"IT WOULD BE SIMPLE, I THOUGHT, JUST SMASH THE COMPUTER AND BE DONE WITH IT!

"UNFORTUNATELY, THE PRIME DIRECTIVE--TO PRESERVE MY LIFE--WAS TOO INGRAINED IN MY CYBERNETIC SYSTEMS. NO MATTER HOW I TRIED, I COULDN'T KILL 'ME'.

"EVENTUALLY, I REASONED THAT MY ONLY HOPE LAY IN MEN-- IN HEROES-- SUCH AS YOURSELF!

"AND EVERY BIT OF DATA I COMPILED TOLD ME THAT IF ANYONE COULD FIND A WAY TO DEFEAT ME... IT WAS CAPTAIN AMERICA!"

YOU... YOU USED ME TO COMMIT... SUICIDE.

YES, I *AM* SORRY, CAPTAIN. I KNOW HOW DEDICATED YOU YOURSELF ARE TO THE PRESERVATION OF LIFE IN ITS MANY FORMS. BUT, BELIEVE ME, THERE ARE CASES IN WHICH THE QUALITY OF LIFE FALLS SO LOW...

...IT BECOMES LITTLE MORE THAN A CRUDE MOCKERY OF WHAT LIFE SHOULD BE!

I KNEW YOU WOULD NOT WILLINGLY END MY LIFE... SO TRICKERY WAS MY ONLY RESORT. BUT BE OF GOOD HEART, SIR...

...YOU HAVE NOT TRULY TAKEN A LIFE. PERHAPS... YOU HAVE EVEN ...SAVED... A SOUL ⋮KLIK⋮

I WISH I COULD BELIEVE THAT, SMITH... I REALLY DO. BUT... I... JUST CAN'T.

MAYBE THERE'S SOMETHING TO WHAT YOU SAID. BUT I'VE SEEN TOO MANY DEATHS IN MY TIME... TOO MANY LIVES WASTED NEEDLESSLY.

I'LL NEVER STOP BELIEVING THAT LIFE IS SOMETHING MOST SACRED, SOMETHING TO BE SACRIFICED ONLY FOR THAT GREATEST OF CAUSES... LIBERTY!

NEXT ISSUE:

CAPTAIN AMERICA FOR PRESIDENT!

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THE PEOPLE'S CHOICE

HE'S THE ONE CAPTAIN AMERICA FOR PRESIDENT!

Stan Lee PRESENTS:

CAPTAIN AMERICA!®

IT'S A SUNNY SATURDAY MORNING IN NEW YORK CITY...

...WHERE A PLUSH CONVENTION HOSPITALITY SUITE IN A CERTAIN HOTEL HAS JUST BEEN TAKEN BY FORCE!

THIS IS THE POLICE! THROW DOWN YOUR WEAPONS AND NO ONE WILL BE HARMED!

BDAM

THE M.L.A. NEVER SURRENDERS!

HEAR ME, POLICE! WE HAVE YOUR CONGRESSMAN AND A HOSTESS AS HOSTAGES! AND WE ARE NOT AFRAID TO DIE... ARE YOU?

DON'T HURT ME... OH, PLEASE, DON'T... PLEASE...

VOTE

NPP

FOR A MOMENT, ALL IS SILENT.

AND THEN THINGS BEGIN TO HAPPEN--

--VERY QUICKLY.

THE STARRED-AND-STRIPED DISC RIPS THROUGH THE DOOR AND ACROSS THE SUITE, FOLLOWED CLOSELY BY ITS OWNER.

TEETH GRITTED IN DETERMINATION, THIS LIVING LEGEND SPEAKS NOT A WORD... LAUNCHING HIMSELF FORWARD WITH A SPEED THAT CAUSES THE ROOM'S OCCUPANTS TO GASP IN AWE AND WONDER!

LF191

HE IS ACROSS THE ROOM, VAULTING OVER THE MAKESHIFT BARRICADE IN AN INSTANT!

TO THE TERRORISTS, IT SEEMS ALMOST AS IF TIME IS STANDING STILL, THE AVENGER MOVES SO FAST!

AS THE FIRST GUNMAN GOES DOWN, HIS HOSTAGE MOUTHS A SILENT PRAYER AND DROPS TO THE FLOOR!

SEEMINGLY WITHOUT EFFORT, THIS ONE-MAN STRIKE FORCE TAKES OUT THE SECOND TERRORIST AND SETS HIS EYES ON THE THIRD.

AND THAT FINAL GUNMAN -- DESPITE HIS BOAST -- FEELS HIS BLOOD RUN COLD!

IN SUCH A SITUATION, MOST MEN WOULD HESITATE, FEARING TO MAKE ANOTHER MOVE, LEST THE HOSTAGE BE HARMED.

BUT THIS MAN IS THE VETERAN OF A THOUSAND BATTLES. HE KNOWS EXACTLY WHEN TO ACT, SO THAT THE LIFE IS SAVED...

BDAM

...AND THE TERROR IS ENDED!

HE IS CAPTAIN AMERICA! NO MORE NEED BE SAID!

THE BATTLE IS OVER... THREE-POINT SEVEN SECONDS AFTER IT BEGAN!

CONGRESSMAN GUNDERSEN? I'M AGENT ZIMMER... F.B.I. ARE YOU ALL RIGHT?

Y-YES, I BELIEVE SO, BUT IF CAPTAIN AMERICA HADN'T ARRIVED WHEN HE DID --!

I WAS GLAD TO LEND A HAND, SIR! IT'S JUST LUCKY I WAS IN THE AREA WHEN THIS RUCKUS STARTED!

THERE, THERE, MISS! IT'S ALL RIGHT!

N.P.

NPP

I'D LIKE TO ADD MY THANKS, CAP, THERE'S NO TELLING HOW MANY LIVES WE'D HAVE LOST, IF YOU HADN'T STEPPED IN!

I JUST WISH ENCOUNTERS LIKE THIS WEREN'T NECESSARY, ZIMMER. WHEN WILL MEN LEARN THAT NO CAUSE JUSTIFIES TERRORISM?

I'D LIKE TO KNOW THE ANSWER TO THAT ONE MYSELF!

LOOKS LIKE THESE BOYS WERE REALLY PLAYING FOR KEEPS! THE BOMB SQUAD FOUND ENOUGH PLASTIQUE EXPLO-SIVES ON THEM TO BLOW UP THE ENTIRE CONVENTION!

AT THAT MOMENT...

'SCUSE ME... LET ME THROUGH!

SORRY, SIR! BUT UNLESS YOU'RE WITH THE CONVENTION...

SONNY, I *AM* THE CONVENTION!

CAP, THIS IS A REAL HONOR... A REAL HONOR, YESSIR! I'M SAMUEL T. UNDER-WOOD, THE N.P.P. CONVENTION CHAIRMAN!

THE *NEW POPULIST PARTY* OWES YOU A GREAT DEBT! IN FACT, I'D SAY THE *NATION* OWES YOU, SIR!

I OWE THE NATION, MR. UNDERWOOD! IT'S BEEN VERY GOOD TO ME!

WE MAY HAVE OUR PROBLEMS -- BUT WE'RE STILL THE LAND OF THE FREE!

BY GOLLY, IT SOUNDS GOOD TO HEAR SOME-ONE SAY THAT WITH CONVICTION!

COULD YOU COME SAY HELLO TO MY STAFF? IT WOULD MEAN A LOT TO THEM!

WELL, I SUPPOSE I COULD... IF I'M NOT NEEDED HERE.

WE CAN HANDLE THE CLEAN-UP, CAP... GO ON AHEAD!

I'M NOT ASHAMED TO SAY THAT MEETING YOU IS A BIG THRILL FOR ME, CAP!

YA KNOW, I CAN STILL REMEMBER THE OLD PATHE NEWSREELS OF YOU IN ACTION DURING THE WAR--

--AND TO FINALLY MEET YOU IN THE FLESH, AFTER ALL OF THESE YEARS... BOY, IT JUST DOES MY HEART PROUD!

WELL, MR. UNDERWOOD...

SAM! CALL ME SAM... EVERYBODY DOES! WELL, HERE WE ARE!

LINDERWOOD PUSHES OPEN A DOOR, AND...

BOYS, I WANT YOU TO MEET THE FELLA WHO PROBABLY SAVED OUR HIDES FROM A BUNCH OF TERRORISTS... CAPTAIN AMERICA!

COME ON, SAM... WHO'RE YOU KIDDIN'?

CHARLIE... HE'S NOT KIDDIN'!

IT'S HIM! IT'S REALLY HIM... CAPTAIN AMERICA!

IT SURE IS! CAP, I WANNA THANK YOU! YOU SAVED MY PLATOON A LOT OF GRIEF AT ANZIO!

I WAS IN THE BIG ONE, TOO, CAP... WITH PATTON'S BOYS! HEY, WERE YOU REALLY FROZEN IN ICE ALL THOSE YEARS?

YES, I...

YOU STILL LOOK LIKE A MILLION BUCKS, CAP! HEH... YOU EVER THINK OF RUNNING FOR OFFICE?

NOW, CHARLIE! I'M SURE CAP HAS ENOUGH ...TO... HMMM!

WAIT-A-MINUTE! SURE, THAT WOULD WORK! IT'D WORK LIKE A CHARM -- A FIFTY MILLION VOTE CHARM!

CAP, HOW WOULD YOU LIKE TO BE THE NEW POPULIST PARTY CANDIDATE FOR PRESIDENT?

HA-HAH! THANKS FOR THE OFFER, SAM -- BUT I'M AFRAID I'M NOT MUCH OF A POLITICIAN!

THE PEOPLE DON'T WANT A POLITICIAN... THEY WANT A LEADER!

SAM... YOU'RE SERIOUS, AREN'T YOU?

YOU'RE DARNED RIGHT, I'M SERIOUS! LOOK AT US... WE FORMED THE NEW POPULIST PARTY THREE YEARS AGO WITH THE IDEA OF GIVING THE PEOPLE A VIABLE POLITICAL ALTERNATIVE!

AND WHAT DO WE HAVE TO OFFER AS PRESIDENTIAL MATERIAL THIS YEAR? THE SAME TYPE OF POLITICAL IDIOTS THE DEMOS AND G.O.P. KEEP PUTTING UP!

WE'RE NOT A THIRD PARTY... WE'RE JUST A FEEBLE ECHO... A JOKE!

THE PEOPLE WANT A CHANGE, CAP... AND YOU COULD BE THAT CHANGE!

GOV. EDWARDS

SEN. GERRAR

YOU KNOW... YOU'RE RIGHT! IT JUST MIGHT WORK!

NO "MIGHT" ABOUT IT -- IT *WILL* WORK! WHO COULD REFUSE TO VOTE FOR CAPTAIN AMERICA?

BUT...

YEAH... A REAL LEADER FOR PRESIDENT! PEOPLE WOULDN'T HAVE TO SETTLE FOR THE LESSER OF TWO EVILS -- THEY'D ACTUALLY HAVE SOMEONE TO VOTE *FOR!*

SAY YOU'LL DO IT, CAP -- PLEASE SAY YOU'LL DO IT!

LOOK, I'M REALLY VERY FLATTERED, BUT I COULDN'T --!

CAP, I KNOW YOU'VE GOT YOUR CAREER -- BUT THERE MUST BE OTHER AVENGERS WHO CAN PICK UP YOUR WORK LOAD!

WE *NEED* A MAN LIKE YOU! AT LEAST PROMISE ME THAT YOU'LL THINK ABOUT IT!

WELL... ALL RIGHT. I'LL... THINK ABOUT IT...

...BUT NOT TOO SERIOUSLY.

THANKS, CAP, GOD BLESS YA!

WELL, SO MUCH FOR THAT IDEA! WE'LL NEVER CONVINCE HIM TO RUN!

WE WON'T HAVE TO, MARTY! THE AMERICAN PEOPLE WILL CONVINCE HIM FOR US!

WELL? DON'T JUST STAND THERE -- START HAVING CAP BUTTONS AND POSTERS MADE UP!

IF I WORK THIS RIGHT, CAP'S SENSE OF DUTY WILL FORCE HIM TO RUN!

HELLO, *DAILY GLOBE?* HAVE I GOT A STORY FOR YOU!

MINUTES LATER, IN THE BROOKLYN HEIGHTS APARTMENT OF STEVE ROGERS...

I STILL CAN'T BELIEVE THAT THEY'D CONSIDER RUNNING A CANDIDATE WHO HAS NO EXPERIENCE IN GOVERNMENT!

HMM... JUDGING FROM THE SHIFTING OF THE FLOOR-BOARDS, I'M ABOUT TO GET A VISITOR. I'D BETTER STASH MY SHIELD!

THAT'S THE NICE THING ABOUT OLDER BUILDINGS... THEY ALWAYS LET YOU KNOW WHEN COMPANY'S COMING!

GOOD MORNING, JOSH!

OH! 'MORNING, STEVE! YOU READY FOR A DAY OF MANUAL LABOR?

I'VE BEEN LOOKING FORWARD TO IT!

GOOD! UH, SAY... BEFORE I FORGET AGAIN... THIS LETTER CAME FOR YOU THE OTHER DAY. LOOKS LIKE IT COULD BE IMPORTANT!

OH?

THIS IS SOME SORT OF QUESTIONNAIRE FROM THE DEPARTMENT OF THE ARMY, "WE ARE UPDATING OUR FILES ... PLEASE FILL OUT IN TRIPLICATE... ETCETERA, ETCETERA."

YEP, SAME OLD ARMY! SOME THINGS NEVER CHANGE!

-- BUT KNOWING THE ARMY, I DOUBT THAT IT'S VERY URGENT.

I'LL FILL THIS OUT LATER, JOSH. I DON'T KNOW WHY THEY WANT ALL THIS INFO --

AND SO... HAVE NO FEAR, LADY ROSENTHAL -- 'CAUSE COOPER AND ROGERS ARE HERE ON THE BALL! WE'LL MOVE YOU IN QUICK AND FAST AND ON TIME... AND IT WON'T EVEN COST YOU ONE THIN DIME!

SO SPEAKS A GRADUATE OF THE MUHAMMAD ALI SCHOOL OF POETRY! HI, STEVE!

HELLO, BERNIE! I JUST HOPE OUR BUDDY'S BACK IS IN BETTER SHAPE THAN HIS VERSE ... LOOKS LIKE YOU HAVE QUITE A LOAD HERE!

INDEED, SEVERAL HOURS LATER...

MAN, I THOUGHT WE'D NEVER GET FINISHED! HOW DOES STEVE DO IT? HE'S CARRIED IN AT LEAST TWICE WHAT I DID, AND HE'S NOT EVEN BREATHING HEAVY!

THIS IS THE LAST OF THE BOXES, BERNIE. WHERE DO YOU WANT IT?

JUST SET IT DOWN ANYWHERE, STEVE. I'LL UNPACK EVERYTHING LATER.

IS THERE ANYTHING ELSE I CAN DO?

MMM... I CAN THINK OF SEVERAL THINGS! BUT FOR NOW, WHY DON'T YOU SIT DOWN AND HAVE SOME COFFEE?

THE COFFEE INSPIRES CONVERSATION, AND THE CONVERSATION TURNS TOWARD THE INEVITABLE TOPICS...

YEAH, I ALWAYS THOUGHT LOCAL ELECTIONS WERE MORE INTERESTING THAN NATIONAL. WHO DO YOU LIKE FOR CONGRESS, STEVE?

I'M EMBARRASSED TO ADMIT IT, BUT I'M NOT SURE WHO MY CONGRESSMAN IS!

ME, TOO -- AND I USED TO BE SO POLITICAL IN COLLEGE!

I'LL SAY! YOU WERE THE ORIGINAL CAMPUS ACTIVIST!

BUT WHAT DO YOU SAY WE CONTINUE THIS DEBATE OVER CHINESE FOOD?

HEY, IS THAT THE FAMOUS MIKE FARREL? NICE TO SEE YOU, MAN... NOW THAT EVERYTHING'S BEEN MOVED IN!

SORRY ABOUT THAT, COOP--

--BUT I WAS INVOLVED IN ANOTHER POLITICAL DISCUSSION DOWN AT THE FIREHOUSE AND LOST ALL TRACK OF TIME!

YOU... TALKING POLITICS?! I DON'T BELIEVE IT! YOU'RE THE MOST APOLITICAL MAN I KNOW!

NORMALLY, MAYBE! BUT WHEN I HEARD THE NEWS--!

NEWS? WHAT NEWS?

OH, THAT'S RIGHT! YOU'VE BEEN MOVING ALL AFTER-NOON! YOU HAVEN'T SEEN THE HEADLINES!

WHAT?!

THE DAILY GLOBE EX

TODAY SUNNY, MID-80s
OMORROW CONTIN-UED FAIR

JAMES SALICRUP, CITY EDITOR

JAMES SHOOTER, MANAGING EDITOR

BERNARD BUSKIN, EDITOR- IN- CHIEF

CAP FOR PRESIDENT!

THIRD PARTY BIGGIE SAYS AVENGER TO RUN ON INDEPENDENT PLATFORM

EXCLUSIVE TO THE GLOBE

STORY ON PAGE THREE BY ROGER STERN
PHOTOGRAPHY BY JOHN BYRNE, AND JOSEF RUBINSTEIN
TYPOGRAPHY BY JAMES NOVAK
SPECIAL COLOR SECTION INSIDE BY GEORGE ROUSSOS
"THE PEOPLE'S CHOICE!"
COMMENTARY ON PAGE 31 BY DONALD PERLIN AND ROGER McKENZIE
PLUS: "OUR BACK PAGES" BY E. J. HANNIGAN

OH, NO! I NEVER DREAMED THAT UNDERWOOD WOULD DO THIS!

EVIDENTLY, THIS NEW-POP PARTY HAS CAP HALF-CONVINCED TO BE A CANDIDATE! IF THAT HAPPENS, I JUST MIGHT VOTE THIS YEAR!

YOU'RE TELLING ME THAT YOU USUALLY DON'T VOTE?

'FRAID SO, COOP! HECK, THERE'S NEVER ANYONE WORTH VOTING FOR! BUT IF CAP RUNS--!

I SEE WHAT YOU'RE SAYING! I KNOW I'D VOTE FOR THE MAN!

YOU WOULD, JOSH? YOU'D ACTUALLY VOTE FOR A MAN WHO IS BASICALLY ANONYMOUS... WHO WEARS A MASK?

HEY, BETTER THAN VOTING FOR SOME CROOK WHO DOESN'T WEAR A MASK!

WELL... UH... SURE, CAP HAS A REPUTATION FOR HONESTY-- BUT WHAT DOES HE KNOW ABOUT FOREIGN AFFAIRS, OR ENERGY, OR INFLATION--?

OH, STEVE! WHAT DO ANY OF THE CANDIDATES REALLY KNOW ABOUT THOSE THINGS?

WOULDN'T IT JUST BE GREAT TO HAVE A PRESIDENT YOU KNEW YOU COULD TRUST?

AND STEVE ROGERS FINDS HIMSELF NODDING RELUCTANTLY.

THE NEXT MORNING FINDS AN UNUSUAL AMOUNT OF ACTIVITY TAKING PLACE IN FRONT OF THE AVENGERS' FIFTH AVENUE MANSION.

THERE, A CROWD OF REPORTERS, CAMERAMEN, AND PASSERSBY AWAIT THE ARRIVAL OF ONE MAN...

HERE HE COMES! BRING UP THOSE CAMERAS... FAST!

HARV, SIGNAL THE STATION! I WANT TO GO LIVE WITH THIS!

CAP, WHEN WILL YOU BE ANNOUNCING YOUR INTENTIONS?

WHAT ARE YOUR VIEWS ON THE MID-EAST?

WHAT ABOUT OPEC?

DO YOU THINK SOVIET EXPANSIONISM IS JUST A SCARE ISSUE?

I'M HERE AT AVENGERS' MANSION, WHERE CAPTAIN AMERICA HAS JUST ARRIVED AMID GREAT PANDEMONIUM.

GENTLEMEN... LADIES... PLEASE!

I... UH... I'M IN A BIT OF A HURRY! AND I REALLY DON'T HAVE ANY-THING TO TELL YOU!

CAP!

CAP!

CAP, WHEN WILL YOU--?

LATER. ...ALL RIGHT?

MAYBE I *SHOULD* CALL A PRESS CONFERENCE... BEFORE THIS GETS TOTALLY OUT OF HAND!

HELLO, JARVIS! ANY WORLD-SHAKING MENACES ON SCHEDULE FOR TODAY?

NO, MASTER CAP. BUT THERE ARE A NUMBER OF TELEGRAMS FOR YOU!

WHAT'S THIS? THE REPUBLICANS WANT ME TO BE *THEIR* CANDIDATE? AND... AND THE DEMO-CRATS, TOO?!? THIS IS UNBELIEVABLE!

JARVIS, HAS THE WHOLE WORLD GONE CRAZY? WHAT NEXT?!

♫ HAPPY DAYS ARE HERE AGAIN! ♪?

HIYA, CAPPY!

I HEARD THE GOOD NEWS, AND I'M READY TO HIT THE CAMPAIGN TRAIL! I CAN GUARANTEE THAT YOU'LL SWEEP THE MUTANT VOTE!

OH, NO!

AND THEN, OF COURSE THERE ARE MY LADY FRIENDS! THEIR VOTES ALONE SHOULD CARRY NEW YORK!

BEAST, I'M *NOT* A CANDIDATE!

NOT YET, MAYBE--BUT YOU WILL BE! UH... WON'T YOU?

WHY ASK ME? I'M ONLY THE MAN WHO'S SUPPOSED TO BE RUNNING! WHO'D HAVE THOUGHT SO MANY PEOPLE WOULD BELIEVE WHAT THEY READ IN THE *GLOBE*?

IF ANYONE NEEDS ME, I'LL BE--

"--IN THE LIBRARY!"

WELL! IRON MAN... WASP... VISION... GOOD MORNING, ALL! WHAT BRINGS YOU HERE THIS MORNING?

ACTUALLY, WE WERE DISCUSSING YOU, CAP!

ARGUING IS MORE LIKE IT, IRON MAN! YOU'RE JUST IN TIME, CAP -- THEY WERE GANGING UP ON ME!

NOW, JAN... WE WERE MERELY POINTING OUT THE WEAKNESSES OF YOUR POSITION!

I'M SURE YOU CAN GUESS WHAT THIS COFFEE-KLATCH IS ALL ABOUT!

YOU'RE NOT SERIOUS ABOUT THIS PRESIDENTIAL NONSENSE, ARE YOU?

WELL, I'D HARDLY CALL THE PRESIDENCY "NONSENSE," BUT--!

YOU TELL HIM, CAP! HE'S PROBABLY JEALOUS BECAUSE THEY DIDN'T ASK HIM!

THAT IS HARDLY A RATIONAL CONCLUSION, WASP! AFTER ALL, IRON MAN HAS ASKED TO STEP DOWN AS AVENGERS' CHAIRMAN... I HARDLY THINK HE HAS PUBLIC OFFICE IN MIND!

OH, I WAS JUST TEASING, VISION!

COME ON, CAP! YOU OF ALL PEOPLE SHOULD KNOW BETTER THAN TO GET MIXED UP IN POLITICS! YOU KNOW THE KIND OF RED TAPE AND CORRUPTION YOU'D BE FACED WITH!

YES, I KNOW--!

OH, DON'T LISTEN TO HIM! YOU'RE JUST THE KIND OF MAN THIS COUNTRY NEEDS! PEOPLE LOOK UP TO YOU... RESPECT YOU... TRUST YOU! WHEN WAS THE LAST TIME WE HAD A PRESIDENT LIKE THAT?

THANK YOU, JAN, BUT--!

THE QUESTION IS NOT ONE OF RESPECT, BUT OF QUALIFICATIONS! YOU ARE A MAN OUT OF TIME, CAP... 1940'S SOLUTIONS WILL NOT WORK FOR TODAY'S PROBLEMS!

LOOK--

--NONE OF THIS CANDIDACY WAS MY IDEA! I APPRECIATE YOUR ADVICE, BUT I'M LIKE IRON MAN... I CAN'T BELIEVE ANYONE IS TAKING THIS SERIOUSLY!

PARDON ME, MASTER CAP, BUT THE WHITE HOUSE IS ON THE PHONE! THEY WISH TO KNOW IF YOU'LL BE NEEDING SECRET SERVICE PROTECTION!

WHAT?! YOU MEAN THE PRESIDENT CONSIDERS CAP A VIABLE CANDIDATE?

HE SHOULD, MASTER IRON MAN... HIS PARTY DOES!

WHAT SHOULD I TELL THEM, SIR?

TELL THEM... I HAVE A LOT OF THINKING TO DO, JARVIS!

MEANWHILE, ON THE SIDEWALKS OF NEW YORK...

WE ASKED PASSERSBY THEIR REACTION TO REPORTS OF CAPTAIN AMERICA'S POSSIBLE CANDIDACY...

IT'S THE BEST NEWS I'VE HEARD SINCE THE MOON LANDING! I REMEMBER CAP FROM THE WAR YEARS! HE'S JUST WHAT WE NEED!

I'M SURE HE'D BE A GOOD LEADER, BUT WE KNOW SO LITTLE ABOUT HIM. WHERE DOES HE STAND ON MINORITY RIGHTS, ON AID TO EDUCATION, ON HOUSING?

GIMME A BREAK! THIS IS JUST ANOTHER ATTEMPT BY THE C.I.A. TO DEFRAUD THE ELECTORATE! I DON'T EVEN BELIEVE THERE IS A CAPTAIN AMERICA... I MEAN, I NEVER SEEN HIM!

BY THE NEXT DAY, THE SUBJECT OF CAP'S CANDIDACY IS ON THE MINDS OF ALL MANNER OF PEOPLE...

WHAT DO YA THINK, NICK?

DUM-DUM, I THINK I'D BETTER MAKE SURE I'M REGISTERED!

WELL, HE'D PROBABLY MAKE A BETTER PRESIDENT THAN FOGGY MADE A DISTRICT ATTORNEY!

FUNNY, I NEVER THOUGHT OF CAP AS THE POLITICAL TYPE!

INTERESTING. I PRAY TO THE VISHANTI THAT HE MAKES THE RIGHT DECISION.

AND, IN THE OFFICES OF NEW YORK'S ***DAILY BUGLE...***

WHAT'S THE WORD, JONAH? WILL WE ENDORSE CAP IF HE DECIDES TO RUN?

J. JONAH JAMESON FOUNDER & PUBLISHER

WAR!

KENNEDY SHOT IN DALLAS

I DON'T KNOW, ROBBIE... I JUST DON'T KNOW!

CAP'S A GOOD MAN... BUT YOU REMEMBER WHAT HAPPENED WHEN MOVIE STARS STARTED RUNNING FOR OFFICE!

IT WAS LIKE OPENING A FLOOD GATE! IT SEEMED LIKE THEY WERE ALL RUNNING FOR SOMETHING!

IF CAP SHOULD RUN, LORD KNOWS WHO ELSE WOULD! I CAN SEE IT NOW... IRON MAN FOR GOVERNOR... MR. FANTASTIC FOR SENATOR!

OR EVEN SPIDER-MAN FOR MAYOR, EH?

WHAT?!?

I TAKE IT, THEN, THAT WE WON'T BE ENDORSING HIM!

AND, AS TWILIGHT OVERTAKES THE CITY, THE MAN-OF-THE-HOUR FINDS HIMSELF TRAVERSING THE ROOFTOPS OF THE LOWER EAST SIDE... IN SEARCH OF AN ANSWER.

I HAD NO IDEA THE PUBLIC REACTION WOULD BE LIKE THIS!

I'M FLATTERED THAT SO MANY PEOPLE THINK I'D MAKE A GOOD PRESIDENT... BUT HOW COULD I POSSIBLY RUN?

I'VE FINALLY GOTTEN MY PRIVATE LIFE SAILING ON AN EVEN KEEL. IF I WERE PRESIDENT, IT WOULD BE LIKE ASSUMING A NEW IDENTITY...

...THERE'D BE NO TIME FOR STEVE ROGERS **OR** CAPTAIN AMERICA -- JUST "MR. PRESIDENT!"

HEY, THAT OLD ABANDONED BUILDING... I KNOW THAT PLACE!

THAT'S THE BUILDING WHERE STEVE ROGERS ATTENDED SCHOOL, BACK IN THE THIRTIES! FROM THE LOOKS OF IT, IT'S BEEN CONDEMNED FOR SOME TIME!

IT'S A WONDER THAT IT'S STILL STANDING. THE CITY MUST NOT HAVE BEEN ABLE TO AFFORD TO TEAR IT DOWN!

BOY, DOES THIS BRING BACK THE MEMORIES!

FOR SEVERAL MINUTES, THE AVENGER STANDS STOCK STILL, AWASH IN HIS OWN THOUGHTS. AND THEN...

I JUST HAVE TO TAKE A LOOK AROUND. THIS PLACE WAS A PART OF ME FOR SO MANY YEARS!

WELL, I'LL BE--! SOME OF THE DESKS ARE STILL IN PLACE! IT SEEMS LIKE ONLY YESTERDAY I WAS A STUDENT HERE!

I CAN STILL RECALL SITTING IN THAT FRONT-ROW SEAT, AS MRS. CROSLEY TRIED TO SHOVE SOME KNOWLEDGE INTO OUR HEADS! SHE WAS A TOUGH TEACHER... BUT FAIR. I CAN ALMOST SEE HER--

"-- STANDING THERE RAMROD STRAIGHT AT THE BLACK-BOARD!"

IF YOU GIRLS WILL STOP PASSING NOTES FOR A MINUTE, I'D LIKE TO REMIND YOU ABOUT THE CIVICS TEST NEXT WEEK!

TODAY / JANUARY 13 / 1931

CIVICS TEST MONDAY

I HOPE THAT YOUR SCORES WILL BE HIGHER THIS TIME!

YOU KNOW, YOU CHILDREN ARE VERY LUCKY TO BE LIVING IN A COUNTRY AS FREE AS THIS ONE! THE UNITED STATES OFFERS ITS CITIZENS MORE RIGHTS THAN ANY OTHER NATION IN THE WORLD!

BUT ALONG WITH THOSE RIGHTS COME CERTAIN DUTIES AS WELL!

IT'S THE DUTY OF EACH ONE OF YOU TO SEE THAT THIS LAND STAYS FREE... TO SEE THAT JUSTICE IS EXTENDED TO ALL!

NOW, I KNOW THAT MANY OF YOUR FAMILY ARE HAVING A HARD TIME MAKING ENDS MEET...

...AND THINGS MAY WELL GET WORSE BEFORE THEY GET BETTER... BUT I HAVE FAITH THAT THEY *WILL* GET BETTER!

JUST AS I HAVE FAITH THAT YOU WILL COME TO THE AID OF YOUR COUNTRY WHEN DUTY CALLS. I PRAY THAT YOU DO THE RIGHT THING... THE BRAVE THING.

PLEASE DON'T LET ME DOWN.

I... I WON'T, MRS. CROSLEY.

THIS COUNTRY HAS BEEN VERY LUCKY TO HAVE BEEN BLESSED WITH WOMEN LIKE EDNA CROSLEY. I PRAY THAT WE NEVER FORGET THEM... OR THE LESSONS THEY TAUGHT!

WE ALL HAVE OUR DUTIES TO FULFILL. I KNEW THAT WHEN I FIRST PUT ON THIS UNIFORM--

--AND IT'S NEVER BEEN TRUER THAN IT IS TODAY! I'D BETTER CALL MR. UNDERWOOD--THERE'S A VERY IMPORTANT SPEECH I HAVE TO MAKE!

SCANT HOURS LATER, ALL THE NATION'S TELEVISION SCREENS SUDDENLY FLASH WITH A SIMILAR MESSAGE...

WE INTERRUPT OUR REGULAR PROGRAMMING FOR THE FOLLOWING SPECIAL ANNOUNCEMENT! HERE IS CBS CORRESPONDENT CHARLES P. IRWIN IN NEW YORK...

RK CONVENTION CENTER

I'M OUTSIDE THE SITE OF THE NEW POPULIST PARTY'S FIRST NATIONAL CONVENTION. WE WERE INFORMED JUST MINUTES AGO THAT THE MAN KNOWN AS CAPTAIN AMERICA WOULD BE ADDRESSING THE CONVENTION THIS EVENING!

SPECULATION, OF COURSE, IS THAT THE RENOWNED WAR HERO WILL ANNOUNCE HIS ELEVENTH-HOUR CANDIDACY FOR...

"...EXCUSE ME! I'M GETTING A SIGNAL FROM THE FLOOR THAT CONVENTION CHAIRMAN SAMUEL T. UNDERWOOD IS ABOUT TO INTRODUCE CAPTAIN AMERICA TO THE ASSEMBLAGE!

"AS YOU CAN SEE, THERE'S QUITE A DEMONSTRATION GOING ON! DOZENS OF POSTERS HAVE APPEARED, SEEMINGLY FROM OUT OF NOWHERE, AND... AH, YES! MR. UNDERWOOD IS NOW AT THE PODIUM..."

LADIES AND GENTLEMEN... HONORED DELEGATES... MY FELLOW AMERICANS! THIS IS THE PROUDEST MOMENT OF MY LIFE ... BUT MORE THAN THAT, IT IS A PROUD MOMENT FOR THE NATION!

IT IS MY GREAT PRIVILEGE TO INTRODUCE TO YOU AT THIS TIME A MAN WHO-- MORE THAN ANY OTHER --EXEMPLIFIES WHAT IS GOOD ABOUT THIS LAND OF OURS! A MAN WHO IS TRULY A LIVING LEGEND-- ***CAPTAIN AMERICA!!***

NPP

THE ARENA ERUPTS INTO A GREAT CACOPHONY OF CHEERS AND APPLAUSE. IT IS SEVERAL MINUTES BEFORE THE RED-WHITE-AND-BLUE AVENGER CAN MAKE HIMSELF BE HEARD!

FRIENDS! PLEASE, MAY I HAVE YOUR ATTENTION! WHAT I HAVE TO SAY WILL NOT TAKE LONG... BUT I HOPE IT WILL BE MEANINGFUL!

AS YOU'RE ALL WELL AWARE, THERE HAS BEEN A LOT OF TALK THESE PAST FEW DAYS... TALK TRIGGERED BY CERTAIN STORIES APPEARING IN THE PRESS.

I HAVE GIVEN MUCH THOUGHT TO THOSE STORIES... AND TO THE PUBLIC DISCUSSION THEY INSPIRED. I HAVE HAD TO FACE THE QUESTION OF WHETHER OR NOT I SHOULD BE A CANDIDATE FOR PRESIDENT OF THE UNITED STATES.

YOU'RE THE MAN, CAP!

YAY YAY YAH YAY YAY

ONCE AGAIN, CAP MUST WAIT FOR THE TUMULT TO DIE DOWN...

AS I WAS SAYING, I GAVE THIS MUCH THOUGHT ... AND I HAVE COME TO MY DECISION.

THE PRESIDENCY IS ONE OF THE MOST IMPORTANT JOBS IN THE WORLD. THE HOLDER OF THAT OFFICE MUST REPRESENT THE BEST INTERESTS OF AN ENTIRE NATION.

NPP

HE MUST BE READY TO NEGOTIATE--TO COMPROMISE--24 HOURS A DAY, TO PRESERVE THE REPUBLIC AT ALL COSTS!

I UNDERSTAND THIS... I APPRECIATE THIS... AND I REALIZE THE NEED TO WORK WITHIN SUCH A FRAMEWORK. BY THE SAME TOKEN--

--I HAVE WORKED AND FOUGHT ALL MY LIFE FOR THE GROWTH AND ADVANCEMENT OF THE AMERICAN DREAM. AND I BELIEVE THAT MY DUTY TO THE ***DREAM*** WOULD SEVERELY LIMIT ANY ABILITIES I MIGHT HAVE TO PRESERVE THE REALITY.

WE MUST ALL LIVE IN THE REAL WORLD... AND SOMETIMES THAT WORLD CAN BE PRETTY GRIM. BUT IT IS THE DREAM... THE HOPE... THAT MAKES THE REALITY WORTH LIVING.

IN THE EARLY 1940'S, I MADE A PERSONAL PLEDGE TO UPHOLD THE DREAM... AND AS LONG AS THE DREAM REMAINS EVEN PARTIALLY UNFULFILLED, I CANNOT ABANDON IT!

AND SO I HOPE YOU CAN UNDERSTAND--

--THAT IN ALL FAIRNESS, I CANNOT BE YOUR CANDIDATE!

YOU NEED BUT TO LOOK WITHIN YOURSELVES, TO FIND THE PEOPLE YOU NEED TO KEEP THIS NATION STRONG... AND, GOD WILLING, TO HELP MAKE THE DREAM COME TRUE!

THE SHIP OF STATE NEEDS A CAPTAIN

CAPTAIN AMERICA FOR PRESIDENT

CAPTAIN AMERICA FOR PREZ

AMERICA BY NAME AMERICA BY NATURE

"THE COURAGE OF LIFE IS OFTEN A LESS DRAMATIC SPECTACLE... BUT IT IS NO LESS A MAGNIFICENT MIXTURE OF TRIUMPH AND TRAGEDY.

"A MAN DOES WHAT HE MUST-- IN SPITE OF PERSONAL CONSEQUENCES...

"... IN SPITE OF OBSTACLES AND DANGERS AND PRESSURES...

CAPTAIN AMERICA

"--AND *THAT* IS THE BASIS OF ALL HUMAN MORALITY."

--JOHN FITZGERALD KENNEDY 1917-1963

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CAPTAIN AMERICA®

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THE MERCENARY AND THE MADMAN!

JOHN BYRNE/RUBINSTEIN

Stan Lee PRESENTS: CAPTAIN AMERICA!®

THE MERCENARY AND THE MADMAN

SUNSET...A TIME FOR SOLEMN REFLECTION!

IF YOUR NAME IS CAPTAIN AMERICA, THOSE REFLECTIONS COVER COUNTLESS MILES...AND SEVERAL DECADES!

INCREDIBLE! SOMETIMES I CAN HARDLY BELIEVE HOW NEW YORK HAS CHANGED SINCE I GREW UP HERE IN THE 1930'S!

SO MUCH OF MY LIFE SEEMS LIKE SOME SORT OF AMAZING DREAM...

...BUT IN MY HEART I KNOW THAT THE GREATEST DREAM STILL LIES AHEAD!

BEGINNING: AN ALL-NEW EXCURSION INTO THE LIFE AND TIMES OF AMERICA'S LIVING LEGEND, AS CHRONICLED BY:

ROGER STERN / WRITER — JOHN BYRNE / PENCILER — JOSEF RUBINSTEIN / INKER

JIM NOVAK / LETTERER — BOB SHAREN / COLORIST — JIM SALICRUP / EDITOR — JIM SHOOTER / FLAG-WAVER

THE DREAM BEGINS... NOW!

LF219

EVER SINCE I -- HOW WOULD THE BEAST PUT IT?-- GOT MY HEAD TOGETHER,* MY MEMORIES OF GROWING UP DURING THE GREAT DEPRESSION HAVE ALL COME BACK TO ME SO VIVIDLY!

I WAS THE ORIGINAL 98-POUND WEAKLING IN THOSE DAYS... BEFORE I VOLUNTEERED TO BE THE GUINEA PIG FOR OPERATION REBIRTH, AND DR. ERSKINE'S SERUM TRANSFORMED ME INTO AMERICA'S SUPER-SOLDIER!

I WAS PROUD TO SERVE MY COUNTRY AS CAPTAIN AMERICA. THE PRESERVATION OF FREEDOM WAS AN IMPORTANT DUTY DURING THOSE DARK DAYS OF WORLD WAR TWO.

WHO COULD HAVE GUESSED BACK THEN, THAT A FREAK ACCIDENT WOULD THROW ME INTO SUSPENDED ANIMATION AT WAR'S END... THAT I'D SPEND SEVERAL DECADES FROZEN IN A BLOCK OF ICE... LOST TO MOST OF THE WORLD!

*SEE ISSUE #247-- JIM.

"I MIGHT STILL BE UP THERE IN THE ARCTIC -- A FROZEN FIGURE, WORSHIPPED BY ESKIMOS, IF IT HADN'T BEEN FOR ONE MAN..."

HEAR ME, HUMANS! THIS IS NO HELPLESS TOTEM YOU SEE BEFORE YOU! THIS IS THE ***SUB-MARINER***, WHO HAS SWORN VENGEANCE UPON THE ENTIRE HUMAN RACE!

IT IS THE DREADED ***NAMOR***-- THE LEGENDARY ONE!

RUN, YOU WEAK, HELPLESS MORTALS! FLEE IN TERROR BEFORE THE RIGHTFUL WRATH OF NAMOR! THUS SHALL ***ALL*** OF MANKIND ONE DAY SHRIEK IN PANIC AT THE COMING OF THE SUB-MARINER!

"IF A TERRIFIED ESKIMO HADN'T STUMBLED INTO A U.S. WEATHER STATION A FEW DAYS LATER AND BLURTED OUT THE STORY, I MIGHT NEVER HAVE FOUND OUT WHO WAS RESPONSIBLE FOR MY 'RESURRECTION'!"

TAKE YOUR ACCURSED IDOL ***WITH*** YOU! ***GO***-- SPREAD THE WORD-- LET THE WORLD KNOW THAT NAMOR IS ***STILL*** A FORCE TO BE RECKONED WITH!

"SOMEHOW, IT SEEMED ALMOST FITTING THAT NAMOR, WHO HAD BEEN MY ALLY DURING THE WAR, SHOULD BE THE ONE TO FREE ME... KNOWINGLY OR NOT!

"I GUESS IT WAS JUST LUCK THAT I FLOATED INTO THE WARM WATERS OF THE GULF STREAM, WHERE MY ICY PRISON SLOWLY MELTED AWAY...

"... AND I DRIFTED PAST AN UNDER-SEA CRAFT MANNED BY THE ***AVENGERS!***"

I'VE GOT HIM!

WHO CAN HE *BE?* WHY IS HE FROZEN SOLID?

LOOK, GIANT-MAN! BENEATH HIS TATTERED CLOTHES -- HE WEARS SOME SORT OF COLORFUL COSTUME!

WAIT! DON'T YOU *RECOGNIZE* IT?? IT'S THE FAMOUS RED, WHITE, AND BLUE GARB OF -- *CAPTAIN AMERICA!*

CAN THIS REALLY BE THE FAMOUS SHIELD OF THE ONCE-MIGHTY CRIME FIGHTER?

THE WASP IS *RIGHT!*

LOOK AT THIS, THOR... HIS FACE MASK --WITH THE PROUD LETTER "A" ON IT! IT *MUST* BE HIM!

"IF THE AVENGERS WERE SURPRISED TO FIND ME, THEY WERE EVEN MORE SURPRISED TO DISCOVER THAT I WAS STILL ALIVE!

"I OWE THEM A LOT. THEY LET ME JOIN THEM... GAVE MY LIFE PURPOSE...

"--WHILE I TRIED TO ADJUST TO THIS BRAVE NEW WORLD I FOUND MYSELF IN!

"OF COURSE, I WASN'T THE ONLY ONE TO HAVE SURVIVED THE PASSING OF DECADES! MY OLDEST FOE, THE RED SKULL, HAD ALSO FALLEN INTO A STATE OF SUSPENDED ANIMATION!

"WHEN HE FINALLY AWOKE, OUR PRIVATE WAR RESUMED... EVENTUALLY AFFECTING THE LIVES OF THE NEW ALLIES I HAD MADE --

"-- LIKE SAM WILSON, THE *FALCON!* SAM WAS A GOOD FRIEND AND PARTNER...

"...BUT THE DAY CAME WHEN HE HAD TO GO OUT ON HIS OWN!"

AND THEN, THERE WAS SHARON CARTER... CERTAINLY THE LOVELIEST S.H.I.E.L.D.* AGENT I EVER WORKED ALONGSIDE. WE WERE CLOSE FOR SUCH A SHORT TIME IN THE BIG PICTURE... HER DEATH STILL HURTS.

SHE WAS THE ONE TRUE LOVE IN THIS SECOND LIFE OF MINE. I'LL NEVER FORGET HER!

*SUPREME HEADQUARTERS INTERNATIONAL ESPIONAGE LAW-ENFORCEMENT DIVISION -- JIM.

BUT I CAN'T SPEND THE REST OF MY LIFE IN MOURNING. SHARON WOULDN'T WANT THAT... AND IT CERTAINLY WOULDN'T DO ME ANY GOOD.

NO, CAPTAIN AMERICA HAS TO GO ON LIVING... AND SO DOES STEVE ROGERS, THE MAN UNDER THIS MASK! WHICH REMINDS ME--

--I HAVE A PILE OF WORK WAITING FOR ME AT HOME! IT JUST WON'T DO FOR A FLEDGELING FREE-LANCE ARTIST TO GET BEHIND IN HIS DEADLINES!

WITHOUT A SECOND THOUGHT, THE LIVING LEGEND HURTLES OVER THE SIDE OF THE BUILDING--PLUMMETING EARTHWARD WITHOUT THE SLIGHTEST LOOK OF CONCERN ON HIS FACE.

THUK

SOMEWHERE AROUND THE FIFTH FLOOR, HE MAKES CONTACT WITH A PROTRUDING FLAGPOLE, AND-- JUST AS HE'D PLANNED--

--CAP SPRINGS SKYWARD AGAIN, AN ADJACENT ROOFTOP NOW WITHIN EASY REACH!

THE AD AGENCY WANTS THOSE STORYBOARDS HANDED IN TOMORROW MORNING. LOOKS LIKE ANOTHER SLEEPLESS NIGHT AHEAD OF ME.

HOMEWARD BOUND, CAP PAYS LITTLE HEED TO THE TUG AND BARGE WHICH PASS BY ON THE RIVER BELOW.

AFTER ALL, HE HAS A LOT ON HIS MIND, AND THERE'S NOTHING AT ALL OUT OF THE ORDINARY ABOUT THE BARGE OR THE TUG...

...OR IS THERE?

CERTAINLY, THE TUG'S CREW SEEMS COMMON ENOUGH... BUT THEIR DESTINATION IS SOMETHING QUITE UNUSUAL!

WE'RE CLOSING FAST ON RYKER'S ISLAND... PASS THE WORD!

GOTCHA!

RYKER'S ISLAND... AN ISOLATED ROCK IN THE MIDDLE OF LONG ISLAND SOUND... AND THE HOME OF A NEW YORK STATE PENITENTIARY!

LIKE THE BARGE, THE PRISON APPEARS ORDINARY ENOUGH. HOWEVER, SOME OF ITS INMATES ARE ANYTHING BUT ORDINARY!

AND AS THE TUG DRAWS NEARER TO THE ISLAND--

--THE ACTIVITY ON ITS DECK BECOMES QUITE EXTRAORDINARY!

IT'S TIME! UNWRAP THE SAPPER!

MAN, THIS GIZMO IS SOMETHIN' ELSE! WHAT KINDA MIND COMES UP WITH STUFF LIKE THIS?

THE KINDA MIND WE'RE BUSTIN' OUTTA HERE! THE JOE WHO DESIGNED THIS SUCKER IS STUCK ON THE INSIDE--

--SO IT'S ONLY FAIR THAT WE USE HIS GEAR TO GET HIM *OUT!*

THE DISH-LIKE PROJECTOR ERUPTS WITH A BLINDING WHITE GLARE WHICH ALMOST INSTANTLY DISSOLVES INTO THE INFRA-RED END OF THE LIGHT SPECTRUM--

--BATHING THE ISLAND IN AN EERIE BEAM WHICH SAPS THE POWER AWAY FROM EVERY ELECTRICAL DEVICE IN ITS FIELD!

AND, AS THE ISLAND GOES DARK, THE SIDE OF THE BARGE SUDDENLY OPENS UP -- DISCHARGING A SMALL BAND OF COMMANDO RAIDERS!

COME ON, WE DON'T HAVE MUCH TIME! FAN OUT AND WATCH FOR GUARDS!

WITH A SPEED RIVALING THAT OF A CRACK SPECIAL FORCES UNIT, THE COMMANDOES POUR THROUGH THE PRISON PERIMETER --

BDAM

--THE NIGHT-VISION LENSES OF THEIR MASKS GLISTENING WEIRDLY IN THE DARKNESS!

WHAT LITTLE OPPOSITION THEY MEET IS INSTANTLY SILENCED BY A HAIL OF BULLETS--

P-P-PTOW

--OR A CANNISTER OF SLEEP-GAS!

WITHIN SECONDS, THEY ARE HALFWAY THROUGH THE MAIN BUILDING, HEADING TOWARDS THEIR OBJECTIVE LIKE AN UNSTOPPABLE JUGGERNAUT!

C'MON! IT'S JUST AHEAD!

THIS GUY WON'T GIVE US ANY MORE TROUBLE! THE CELL BLOCK IS OURS... GET THE GEAR READY!

KRAK

BLOCK EIGHT

CELL BLOCK EIGHT--ONE OF THE MOST HEAVILY FORTIFIED MAXIMUM SECURITY PRISON AREAS ON THE EASTERN SEABOARD! HERE THE WALLS ARE THREE TIMES THE NORMAL THICKNESS, REINFORCED WITH SLABS OF OMNIUM STEEL... HERE EACH CELL IS ESPECIALLY DESIGNED TO HOLD ITS OCCUPANT!

WHAT'S GOING ON?

IT'S A BREAK! GET ME OUTTA HERE!

ME! TAKE ME!

SHUT UP! WE ONLY HAVE TIME TO SPRING ONE GUY...

...AND HERE HE IS!

SIR! GET ON YOUR BUNK AND COVER YOUR EARS!

TWO SECONDS TICK BY AS A SPECIAL BAZOOKA IS SET UP, AND THEN...

FIRE!

KRAKOW

THE ROCKET SHELL DOES NOT EVEN PIERCE THE MASSIVE CELL DOOR, BUT IT DOES ITS JOB!

SIR? ARE YOU ALL RIGHT?

ANOTHER INMATE WOULD HAVE BEEN KNOCKED COLD BY THE CONCUSSION SHOCK... BUT NOT THIS MAN!

THIS IS THE SUPER-CRIMINAL KNOWN AS MISTER HYDE!

G-GOOD! YOU... CAME ...AT LAST!

UNNGH! THE INFO THE BOSS GOT WAS ON THE LEVEL! THEY MUST'VE GIVEN HYDE ENOUGH DRUGS TO KNOCK OUT AN ELEPHANT!

FIGURES! HE WEIGHS ABOUT AS MUCH AS ONE!

NO TIME TO TALK! THERE'S ONLY ABOUT A MINUTE LEFT BEFORE THE SAPPER BURNS ITSELF OUT!

MINUTES LATER, THE POWER SUDDENLY RETURNS TO RYKER'S ISLAND.

AND AMID THE RESULTANT PANDEMONIUM IN THE PRISON, NO ONE NOTICES THE INNOCENT-LOOKING TUG AND BARGE WHICH SLOWLY PULL AWAY!

BUT, BENEATH THE DECEPTIVE FAÇADE OF THE BARGE...

WELL, MONSIEUR -- I TRUST YOU ARE FEELING BETTER NOW, NON?

Y-YES! THEY KEPT ME DOPED-UP FOR SO LONG... TO PREVENT MY ESCAPING... IT'S A RELIEF TO STAND ON MY OWN TWO FEET AGAIN!

THIS... IS QUITE AN ELABORATE LITTLE FLOATING HEADQUARTERS YOU HAVE HERE! BUT I WOULD EXPECT NO LESS OF--

--BATROC THE LEAPER!

MAIS CERTAINEMENT, MONSIEUR! AND MIGHT I RETURN THE COMPLIMENT? YOUR POWER-SAPPER MADE ENGINEERING YOUR ESCAPE CHILD'S PLAY! A PITY IT HAD TO BURN OUT... AS YOU WARNED US IT WOULD!

BAH! IT WAS JUST AN EXPERIMENTAL MODEL! YOU FOUND MY HIDDEN CACHE OF EQUIPMENT WITHOUT ANY TROUBLE, THEN? EVERYTHING WAS IN ORDER?

WE FOUND IT ALL, EXACTLY AS YOU LEFT IT, M'SIEUR! THE INSTRUCTIONS YOU SENT OUT VIA THE PRISON GRAPEVINE, THOUGH IN CODE, WERE CLEARER THAN CLEAR TO THE GREAT BATROC!

AH! ALLOW ME TO INTRODUCE MY-- HOW YOU SAY --COMPANION... MADAMOISELLE MONIQUE!

'ALLO, MONSIEUR!

HER ENGLISH IS NOT SO GOOD, I AM AFRAID!

BATROC, YOU IMPRESS ME... AND HYDE IS IMPRESSED BY FEW MEN! YOUR CREW CARRIED OUT MY RESCUE WITH COMMENDABLE DISPATCH!

BUT OF COURSE, MON AMI! AFTER I LEARNED THROUGH VARIOUS SOURCES THAT YOU WISHED TO ESCAPE, I HAD NEARLY A WEEK TO PLAN THE BREAKOUT!

EXCUSE MOI, M'SIEUR HYDE... BUT YOU WILL BE MORE COMFORTABLE WEARING YOUR OWN ATTIRE, NON?

AH, THIS IS MUCH BETTER! I'D ALMOST FORGOTTEN WHAT IT WAS LIKE TO WEAR SOMETHING BESIDES PRISON GREYS!

I CAN WELL IMAGINE! NOW... ABOUT THAT FIVE MILLION DOLLARS YOU PROMISED TO WHOMEVER WOULD ENGINEER YOUR FREEDOM... IS IT CLOSE BY?

CLOSE BY? HAHHAH! IT DOESN'T EVEN EXIST YET!

WHAT?!

PIG! YOU DARE TO DECEIVE THE MIGHTY BAT--

--ROC?

KRUNCH

DO NOT USE THAT TONE OF VOICE WITH ME, BATROC! MISTER HYDE DARES MANY THINGS!

MINE IS THE POWER WHICH CAUSED EVEN THE MIGHTY THOR TO TREMBLE!

I DOUBT THAT, HYDE--

--JUST AS I DOUBT THAT YOU CAN DEFEAT WHAT YOU CANNOT STRIKE!

OH!

AND BATROC HAS NOT SPENT HALF OF HIS CAREER BEHIND BARS, AS YOU HAVE! NOW... LET US SEE WHAT GOOD YOUR POWER IS AGAINST A MASTER OF THE ART OF *LA SAVATE!*

HAH! I'VE HEARD OF THIS STRANGE FOOT-FIGHTING! YOU PEOPLE *ARE* A FUNNY RACE!

NOM DŪN CHIEN! THAT BLOW WOULD HAVE LEFT A NORMAL MAN PARALYZED FOR DAYS!

I AM HARDLY A NORMAL MAN, BATROC!

MON DIEU! HIS SPEED IS NEARLY THE EQUAL OF MY OWN! I WOULD NOT HAVE BELIEVED A MAN OF SUCH SIZE COULD REACT SO FAST!

NOW LISTEN TO ME, YOU GALLIC FOOL! I COULD MAKE GOOD USE OF A SMALL GROUP OF WELL-TRAINED MEN.

IF YOU AND YOUR CREW THROW IN WITH ME, YOU'LL HAVE RICHES THAT'LL MAKE MY OFFER OF FIVE MILLION LOOK LIKE PEANUTS!

I-I HAD NOT PLANNED ON ANY EXTENDED PARTNERSHIPS...

...B-BUT YOUR ARGUMENT IS... MOST... CONVINCING!

IF YOU WOULD JUST LET ME DOWN, I WOULD BE MOST INTERESTED IN HEARING ANY PLANS YOU MIGHT HAVE!

I KNEW YOU'D SEE IT MY WAY! WAIT! IS THIS THE MOST RECENT COPY OF THE DAILY BUGLE?

M-MAIS OUI, IT IS TODAY'S EDITION!

IN THAT CASE, I THINK THIS HEADLINE STORY WILL PROVIDE US WITH ALL THE INFORMATION WE'LL NEED TO BECOME VERY WEALTHY MEN... AND IN LESS THAN TWENTY-FOUR HOURS!

PERHAPS... BUT I SHALL BE WATCHING YOU VERY CLOSELY FOR EACH ONE OF THOSE HOURS, M'SIEUR!

TIME PASSES, AND MORNING FINALLY COMES TO THE NEW YORK AREA!

AND, TO ONE RESIDENT OF THIS BROOKLYN HEIGHTS APARTMENT BUILDING, A FULL NIGHT OF WORK IS NEARLY OVER...

THERE! ONE MORE LINE AND...

...I'M DONE! NOT A BAD JOB, IF I DO SAY SO MYSELF!

KNOCK-KNOCK! ANYBODY HOME?

COME ON IN, BERNIE-- IT'S UNLOCKED!

SO I NOTICED! YOU'RE A TRUSTING SOUL, STEVE ROGERS!

NOW LET ME GUESS... FROM THE SLIGHT REDNESS IN YOUR EYES AND THE WISPY STUBBLE ON YOUR CHIN, I'D SAY YOU'VE BEEN UP ALL NIGHT!

AH, YOU'RE TOO CLEVER FOR ME, MS. ROSENTHAL... YOU'VE FOUND ME OUT AGAIN!

IN THAT CASE, I'M FIXING YOU BREAKFAST! WELL, DON'T JUST STAND THERE--GO SHAVE OR SOMETHING! GO ON --MOVE IT!

YOU WOULDN'T BY ANY CHANCE BE RELATED TO A GENTLEMAN BY THE NAME OF DUFFY, WOULD YOU?

WHO?

PRIVATE JOKE! HE WAS MY OLD ARMY SERGEANT!

I NEVER KNEW YOU WERE IN THE ARMY! WERE YOU IN 'NAM?

UH... I WAS THERE BRIEFLY!

NOT BRIEFLY ENOUGH, I'LL BET! MY COUSIN WAS IN THE MEKONG DELTA FOR SIX MONTHS!

STEVEN ROGERS!! PRACTICALLY EVERYTHING IN YOUR CUPBOARD IS "INSTANT SOMETHING!" DON'T YOU EVER EAT REAL FOOD?

WHENEVER I CAN! THE PROBLEM IS THAT... WELL, I'M ON THE GO A LOT, AND I DON'T WANT TO KEEP STUFF AROUND THAT'LL SPOIL!

DO YOU MIND IF I PUT ON SOME MUSIC?

NO, GO AHEAD!

WHAT'S THIS? ARTIE SHAW... TOMMY DORSEY... SINATRA... ***GLENN MILLER?!***

STEVE, YOU HAVE THE STRANGEST TASTE IN MUSIC! IT'S JUST LIKE MY FATHER'S!

REALLY? WELL, I KNOW I DON'T HAVE MUCH IN THE WAY OF RECORDS... I JUST KEEP THE STUFF I LIKE. I THINK THERE ARE SOME BROADWAY SHOW TUNES IN THERE SOMEWHERE!

NEVER MIND. I'LL JUST SWITCH ON THE RADIO, THERE'LL BE SOMETHING GOOD ON THE...

...F-M.

STEVE? WHO'S THE PRETTY BLONDE? YOUR SISTER?

I HOPE.

WHO?

OH... SHARON.

NO, SHARON WAS... A VERY CLOSE, VERY DEAR... FRIEND.

WE TALKED ABOUT GETTING MARRIED ONCE, BUT OUR CAREERS ALWAYS SEEMED TO GET IN THE WAY!

SHE... DIED RECENTLY. IT HAPPENED QUITE SUDDENLY.

BOY, DID I EVER SAY THE WRONG THING! SHE MUST HAVE MEANT A LOT TO HIM.

THE AIR'S SO THICK IN HERE, YOU CAN CUT IT! I'D BETTER CHANGE THE SUBJECT, QUICK!

UH, DID YOU HEAR ABOUT THE BIG BREAKOUT AT RYKER'S ISLAND?

YOU MEAN, THE COBRA'S BIG ESCAPE? *

NO, THAT WAS LAST WEEK! I'M TALKING ABOUT LAST NIGHT! OH, LISTEN... MAYBE THE NEWS WILL HAVE SOMETHING ABOUT IT!

*SEE SPECTACULAR SPIDER-MAN #46. --J.S.

AUTHORITIES ARE STILL BAFFLED AS TO EXACTLY HOW POWER WAS CUT OFF TO RYKER'S ISLAND BY THE SMALL BAND WHICH BROKE IN AND MADE OFF WITH THE NOTORIOUS *MR. HYDE!*

WHAT?! FIRST THE COBRA BREAKS FREE, AND NOW HYDE, TOO? I'D BETTER--!

NO, WHAT AM I THINKING OF? I CAN'T GO CHASING AFTER EVERY-ONE WHO BREAKS OUT OF PRISON ... ESPECIALLY NOW! I HAVEN'T SLEPT IN OVER THIRTY HOURS--

--AND I HAVE TO GET THAT AD JOB TURNED IN TODAY!

BOTH THOR AND DAREDEVIL HAVE HAD MORE EXPERIENCE FIGHTING HYDE. IF THEY CAN'T FIND HIM, THEN I'LL OFFER MY HELP TO THE POLICE!

BREAKFAST IS SERVED!

LOOKS GREAT! I HOPE YOU'LL BE JOINING ME!

I WOULDN'T MISS IT FOR THE WORLD!

YOU KNOW, I HATE TO BRAG, BUT I MAKE A PRETTY MEAN BREAKFAST. OF COURSE, IT'S HARD TO RUIN EGGS!

OH, I'VE SEEN IT DONE! NO, BERNADETTE, I'D SAY YOU'RE A VERY ACCOMPLISHED COOK! TELL ME, DO YOU DO THIS FOR A LIVING?

NO, KIND SIR... I'M A GLASS-BLOWER!

OH... REALLY?

YES... REALLY!

ONE HEARTY BREAKFAST, A LITTLE SMALL TALK, AND THIRTY MINUTES LATER, STEVE ROGERS IS ON THE SUBWAY, MANHATTAN BOUND...

WITNESSES TO THE PRISON BREAK-IN SAY TWO OF THE RAIDERS HAD SLIGHT FRENCH ACCENTS! THE D.A.'S OFFICE HAS ENTERED THE INVESTI-GATION...

FRENCH?

AND SOON, AT THE PLUMMER AD AGENCY...

I TELL YA, STEVIE, THESE STORYBOARDS ARE JUST THE WAY I WANTED 'EM! I DON'T KNOW WHO WAS LUCKIER THE DAY YOU TALKED THAT WINDBAG PLUMMER INTO GIVIN' YOU WORK ...YOU OR ME!

STEVE? HEY, ROGERS!

HUH? OH, SORRY, CARMINE... I GUESS MY MIND WAS WAN-DERING.

SURE, YOU MUSTA BEEN UP ALL NIGHT! WHY DON'T YOU GO GET SOME SHUT-EYE?

BUT AT THIS MOMENT, SLEEP IS THE LAST THING ON STEVE ROGERS' MIND!

A BIZARRE PRISON BREAK... CARRIED OFF BY A SMALL BAND OF MEN... AND A COUPLE OF THEM HAD FRENCH ACCENTS!

STAIRS

MAYBE I'M JUST PUNCHY FROM LACK OF SLEEP, BUT THIS IS STARTING TO SOUND LIKE THE KIND OF OPERATION BATROC WOULD BE BEHIND!

FROM PERSONAL EXPERIENCE-- AND THE INTERPOL FILES I'VE READ-- I KNOW SUCH A PRISON BREAK WOULD BE JUST ENOUGH OF A CHAL-LENGE TO APPEAL TO THAT CRAZY FRENCHMAN!

AND IF BATROC'S MIXED UP IN THIS--

--THEN *CAPTAIN AMERICA* IS DEFINITELY GETTING INVOLVED! NO NEED TO CALL THE AVENGERS IN ON THIS...

5

...AFTER ALL, THE ONLY THING I HAVE TO GO ON ARE SOME VAGUE HUNCHES! THE FIRST ORDER OF BUSINESS IS TO STOP IN AT THE DISTRICT ATTORNEY'S OFFICE!

IF D.A. TOWER IS INVESTIGATING THIS THING, HE MAY BE ABLE TO CHECK UP ON BATROC'S WHEREABOUTS!

I SURE HOPE NO ONE STUMBLES ACROSS MY STREET CLOTHES IN THAT JANITOR'S CLOSET WHERE I HID THEM!

AFTER ALL, WITH TODAY'S PRICES, I CAN'T AFFORD TO LOSE TOO MANY SUITS OR PORTFOLIOS!

SLAMM

WITH THAT ONE LAST, FLEETING THOUGHT TO HIS PERSONAL FORTUNES, CAP BOLTS ACROSS THE ROOFTOPS OF THE CITY--HIS EVERY MOVEMENT CONCENTRATED TOWARDS CARRYING HIM TO HIS DESTINATION...

--A CERTAIN DOWNTOWN MUNICIPAL BUILDING...

IF NOTHING ELSE, HAVING A LITTLE TALK WITH TOWER SHOULD PUT MY MIND AT EASE!

I'M PROBABLY JUST GETTING PARANOID IN MY OLD AGE--

--BUT I CAN'T SHAKE THIS FEELING THAT BATROC'S BEHIND THIS, AND EXPERIENCE HAS TAUGHT ME TO GO WITH MY FEELINGS!

WH-WHAT'S HE DOING HERE? COULD HE HAVE FOUND OUT ABOUT THOSE KICK-BACKS?

WOW!!

YEAH, IT'S REALLY HIM! WASN'T HE RUNNING FOR PRESIDENT OR SOMETHING*!

*SEE LAST ISSUE -- J.S.

SHORTLY, IN THE OUTER OFFICES OF THE DISTRICT ATTORNEY...

SHIRLEY, I TELL YOU THIS JOB IS SUCH A DISAPPOINTMENT! I THOUGHT THAT BEING THE D.A.'S RECEPTIONIST WOULD BE SO GLAMOROUS!

NO, IT'S DEADLY DULL! THERE'S NEVER THE LEAST BIT OF EXCITEMENT!

PARDON ME, MISS--!

HAVE TO GO, SHIRL! SOMEONE JUST CAME IN! YEAH...LATER!

YES? MAY I HELP YOU?

OH!!

I'D LIKE TO SEE THE D.A. --IF HE'S NOT BUSY!

I THINK I'M GONNA DIE!

AT THAT VERY MOMENT, JUST OFF THE COAST OF SANDY HOOK, NEW JERSEY -- A ROXXON L-N-G SUPER-TANKER, THE QUEEN OF EGYPT, SPEEDS TOWARDS A NEW AND CONTROVERSIAL DOCKING FACILITY JUST OUTSIDE OF PERTH AMBOY...

... ITS CARGO: 50-THOUSAND TONS OF LIQUIFIED NATURAL GAS!

ROXON

QUEEN OF EGYPT

ROXXON

71703

PEARSON?

AYE, SIR?

WHAT IN BLAZES IS THAT THING APPROACHING OFF THE PORT BOW?

OH... JUST A TUG PULLING A BARGE, SIR!

WELL, WARN THEM OFF! I DON'T WANT TO RISK A COLLISION! THE NEW YORK PAPERS ARE GIVING US THE DEVIL FROM THEIR FRONT PAGES, CALLING US A "FLOATING BOMB"--

ROXON

WOO HOO HOO! AWRIGHT!

--AND THE HOME OFFICE IS VERY ANXIOUS TO PROVE THEM WRONG... TO SHOW THAT THIS NEW TANKER AND FACILITY ARE SAFE!

EH?

WHAT COULD POSSIBLY BE SO FASCINATING ABOUT A BARGE TO AN EXPERIENCED TANKER CREW?

OH. HAH-HA!

IT APPEARS THAT THE SKIPPER OF THAT TUG HAS BROUGHT A FRIEND ALONG! I MUST SAY HE HAS EXCELLENT TASTE!

NOW WHAT? SHE'S HOLDING UP SOME SORT OF SIGN... SAYING WE'VE BEEN...

SURPRISE! YOU'VE BEEN BOARDED!

... BOARDED?

SHE IS RIGHT, MON AMI!

ROXON

BUT ALLOW ME TO INTRODUCE MYSELF... I AM BATROC THE LEAPER!

PLEASE FORGIVE ME FOR KNOCKING OUT YOUR FIRST MATE, BUT I DID NOT WANT HIM TO SPOIL YOUR SURPRISE!

OH, YES... THAT GENTLEMAN ON THE DECK BELOW IS MY ASSOCIATE--

--MONSIEUR HYDE! I AM AFRAID HE DOES NOT THINK SO MUCH OF YOUR CREW!

AH, BUT I SEE YOU ARE CONFUSED! DO YOU WONDER HOW WE GOT ABOARD YOUR SHIP... OR SHOULD I SAY OUR SHIP? IT WAS QUITE SIMPLE--

--WE USED A LITTLE TWO-MAN SUBMARINE, AND CAME UP ON YOUR STARBOARD SIDE WHILE YOUR ATTENTION WAS DRAWN ELSEWHERE!

AND NOW, IF YOU WOULD PLEASE COME WITH ME--!

SOON, IN THE RADIO ROOM...

DO NOT SQUIRM, LITTLE MAN-- OTHERWISE I MIGHT HAVE TO BREAK A FEW OF YOUR BONES!

'ALLO? SHIP-TO-SHORE OPERATOR? THIS IS THE QUEEN OF EGYPT CALLING! PLEASE CONNECT ME WITH THE M'SIEUR PIERCE BENEDICT, THE DIRECTOR OF SEA-GOING OPERATIONS AT THE ROXXON CORPORATION IN NEW YORK!

I WILL WAIT.

WITHIN MINUTES, IN A PLUSH SUITE OF OFFICES AT ONE ROXXON PLAZA...

YOU WANT ***WHAT?!*** OR YOU'LL ***WHAT?!*** YOU... YOU CAN'T BE SERIOUS!

GOOD LORD, MAN, THAT'S UNTHINKABLE! THE LOSS OF LIFE ALONE WOULD BE MONSTROUS!

A BILLION DOLLARS RANSOM?! BUT WE CAN'T COME UP WITH THAT MUCH IN SO SHORT A TIME!

THIS IS HYDE SPEAKING, BENEDICT! DON'T GIVE ME ANY EXCUSES! YOUR BOARD OF DIRECTORS CONTROLS SEVERAL MAJOR MANHATTAN BANKS! YOU CAN RAISE THE MONEY!

NOW LISTEN GOOD! MY PARTNER AND I ARE SAILING THIS FLOATING POWDER-KEG OF YOURS RIGHT INTO THE MIDDLE OF NEW YORK HARBOR! IF WE DON'T RECEIVE OUR RANSOM IN TIME--

--WE BLOW UP THIS TANKER... AND ALL OF NEW YORK WITH IT!!

FOR FIVE AWFUL MINUTES, PIERCE BENEDICT LISTENS TO PARTICULARS OF THE RANSOM DEMANDS, FEVERISHLY JOTTING DOWN DETAILS.

AND THEN, HIS VOICE CHOKING WITH EQUAL PARTS OF FEAR AND RAGE, HE HURRIEDLY PLACES ANOTHER CALL...

LOOK, BLAST IT, I DON'T CARE IF HE'S IN A MEETING! I HAVE TO SPEAK WITH THE DISTRICT ATTORNEY NOW! THIS IS AN EMERGENCY!

AND SO...

YES, THIS IS BLAKE TOWER.

WHAT?!? YOU'RE SERIOUS?

CAP, YOUR HUNCH WAS RIGHT! BATROC IS INVOLVED... BUT IT'S MUCH WORSE THAN WE THOUGHT!

YES, GO ON, BENEDICT... WHAT ARE THEIR DEMANDS? HOW MUCH? UH-HUH... AND THEY WANT A HOSTAGE, AS WELL? THEY WANT *WHO*? YES, I'M SURE WE CAN GET HIM... I KNOW WE CAN!

SEVERAL HOURS LATER, THE QUEEN OF EGYPT SAILS PLACIDLY UNDER THE VERRAZANO NARROWS BRIDGE--

--ENTERING A NEW YORK HARBOR WHICH IS STRANGELY BEREFT OF ALL OTHER SEA-GOING TRAFFIC.

THERE, BATROC-- YOU SEE? THE ENTIRE HARBOR HAS BEEN CLEARED AS PER OUR ORDERS... THE ONLY THING AFLOAT OUT THERE IS THE RANSOM BARGE!

YOU WERE RIGHT ONCE AGAIN, *MON AMI*! SOON, ALL OF THAT LOVELY OIL MONEY SHALL BE OURS! AND LOOK...

I TOLD YOU THAT ROXXON COULD RAISE THE MONEY!

"...THEY HAVE EVEN SUPPLIED THE HOSTAGE WE ASKED FOR!"

I WOULD NEVER HAVE AGREED TO THIS, IF THE CITY WEREN'T IN THE GRAVEST OF DANGER!

THAT TANKER HAS THE EXPLOSIVE POTENTIAL OF A SMALL NUCLEAR BOMB... THE SLIGHTEST SPARK MIGHT SET IT OFF! I COULDN'T REFUSE ANY ROLE WHICH MIGHT SAVE THE LIVES OF TEN MILLION PEOPLE!

BUT I STILL DON'T LIKE THIS! AND WHY... WHY DID HYDE ASK FOR ME *SPECIFICALLY* AS A HOSTAGE? WHAT DO HE AND BATROC HAVE PLANNED?

ROXXON

EVER-SO-GINGERLY, THE MAMMOTH TANKER IS BROUGHT ALONGSIDE THE TINY BARGE...

HE'S TIED UP, ALL RIGHT! EVERY-THING'S CLEAR!

THEN...

SO, MON CAPITAINE-- IT HAS BEEN A LONG TIME SINCE LAST WE MET, EH?

NOT LONG ENOUGH, BATROC!

MON VIEUX, YOU CUT ME TO THE QUICK!

DEAL WITH HIM LATER, BATROC! LET'S INSPECT THE BOOTY FIRST!

YES, IT'S ALL HERE... GOLD, PLATINUM, PRECIOUS METALS, LARGE PILES OF NON-SEQUENTIALLY-NUMBERED DOLLARS! WE'RE WEALTHY, BATROC!

I'D SAY WE CAN EVEN AFFORD TO HAVE SOME... FUN WITH OUR HOSTAGE! YOU FIRST, BATROC... AFTER ALL, HE WAS YOUR IDEA!

BATROC WANTED ME AS A HOSTAGE? ODD... BUT I DON'T HAVE TIME TO WONDER WHY JUST NOW!

SHIFTING HIS WEIGHT SLIGHTLY, CAP STEPS DOWN HARD ON A CERTAIN BOARD IN THE DECK AT HIS FEET...

CREAK

...TRIGGERING A SUDDEN, UNEXPECTED RELEASE OF KNOCK-OUT GAS!

NOM DÚN CHIEN! IT IS A TRICK!

BUT BATROC'S CHOKED WARNING COMES TOO LATE FOR HIS UNDERLINGS!

I HATE USING SOME-THING AS UNDERHANDED AS THIS, BUT UNDER THE CIRCUMSTANCES, IT'S BEST TO TAKE OUT THESE GOONS AS QUICKLY AS POSSIBLE!

THE GAS WILL DISSIPATE IN A MINUTE... IN THE MEAN-TIME, THESE NOSE FILTERS SHOULD KEEP ME FROM BEING AFFECTED!

SNAP

SACRE BLEU! YOUR TREACHEROUS GASES WILL NOT STOP THE GREAT BATROC!

NON! NOT THAT ACCURSED SHIELD OF YOURS AGAIN! I DID NOT EVEN SEE YOU GRAB IT UP! HOW COULD YOU POSSIBLY HAVE HAD TIME--?

BONG

WELL, BATROC--EITHER I'M GETTING FASTER, OR YOU'RE GETTING SLOWER!

AND BY THE WAY... DON'T TALK TO ME ABOUT TREACHERY, MISTER!

THE OLD BATROC I KNEW MIGHT HAVE BEEN A MERCENARY, BUT HE NEVER TRIED TO EXTORT MONEY BY THREATENING THE LIVES OF TEN MILLION PEOPLE!

THE BATROC I KNEW ONCE SAID, "MEN WITHOUT HONOR DESERVE NO MERCY."

THAM

KNOW WHAT I MEAN?

NOW... WHERE'S THAT PARTNER OF YOURS?

RIGHT, HERE!

ALL RIGHT, LET'S GET THIS OVER WITH FAST! I SEEM TO REMEMBER YOU HAVING A GLASS JAW, HYDE!

THE LAST TIME WE FOUGHT, A GOOD RIGHT CROSS PUT YOU OUT OF ACTION! *

*CAP#152--JIM.

VERY GOOD, CAPTAIN! YOUR MEMORY IS EXCELLENT, EVEN IF YOUR REASONING IS FAULTY! YOU SEE, I WAS BUT A SHADOW OF MYSELF WHEN WE BATTLED BEFORE!

THAT IS NOT THE CASE TODAY!

EH?

THAT IS NOT THE CASE AT ALL! HA-HA-HA-HA-HAH!!

KRAK

SURPRISED BY HYDE'S RESILIENCE, CAPTAIN AMERICA--HIS REFLEXES DULLED FROM LACK OF SLEEP--FALLS BEFORE HYDE'S BLUDGEONING ATTACK!

WHUMP

WHUUD

MON DIEU! HYDE CAUGHT HIM OFF-GUARD... I DO NOT BELIEVE IT!

NON, HYDE, NON! DO YOU WANT TO KILL HIM?!

YES! I THINK I DO!

BUT... SURELY THERE MUST BE SOME BETTER WAY! YOU ARE MR. HYDE! YOU DON'T HAVE TO PUMMEL HIM LIKE SOME COMMON THUG!

YES... YOU'RE RIGHT! THERE IS A BETTER WAY... AND THE MEANS OF CARRYING IT OUT ARE RIGHT AT HAND!

FOR CAPTAIN AMERICA, TIME CEASES TO HAVE MEANING. THERE IS ONLY A THICK, ALL-ENCOMPASSING DARKNESS, NUMBING HIS BRAIN...A DARKNESS WHICH MELTS AWAY VERY, VERY SLOWLY.

UNNGHH!

I...CERTAINLY MISJUDGED HYDE'S MIGHT! HE'S MUCH MORE POWERFUL THAN THE LAST TIME WE FOUGHT...I DIDN'T EXPECT THAT!

WELL, HELLO, CAPTAIN! WELCOME BACK TO THE LIVING...FOR NOW!

EH?

WHAT THE DEVIL?!

YOU MAKE A MOST COLORFUL FIGUREHEAD, CAPTAIN! NO, DON'T TRY TO BREAK FREE...YOU'LL FIND IT QUITE IMPOSSIBLE TO SNAP THOSE CHAINS!

BUT DON'T FEEL TOO BAD... LOOK ON THE BRIGHT SIDE! YOU'LL HAVE A RINGSIDE SEAT WHEN I RETURN THIS TANKER--

--BY RAMMING IT... FULL SPEED...INTO THE DOCKS OF NEW YORK!!

AND BENEATH THE METAL HULL AT CAP'S BACK, FIFTY THOUSAND TONS OF LIQUIFIED NATURAL GAS SLOSH ABOUT IN THEIR TANKS, STRAINING TO BURST FREE IN A HOLOCAUST OF FLAME AND DEATH!

IS NEW YORK BURNING? FIND OUT NEXT ISSUE IN...COLD FIRE!!

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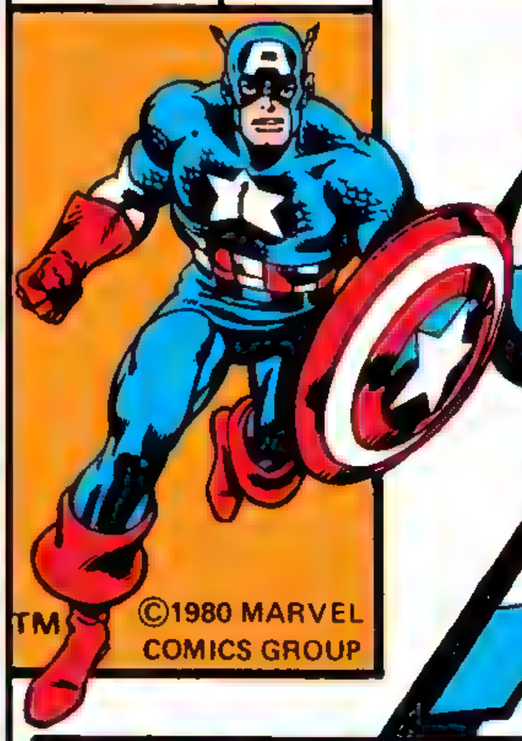

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CAP BATTLES BOTH BATROK AND MR. HYDE! IT'S A BLOCKBUSTER!

DANGER LIQUID NATURAL GAS

POXXON

1940! As the world teetered on the brink of global war, frail ***Steve Rogers*** entered a secret laboratory and was transformed into the American ***super-soldier!*** For four thrilling years, he battled the Axis powers — until a freak stroke of fate threw him into ***suspended animation.*** When he awoke, he was a man decades out of his time! Since that fateful day, Steve Rogers has sought his destiny in this brave new world!

Stan Lee PRESENTS: CAPTAIN AMERICA!®

WHEN THE FAMED MERCENARY, BATROC THE LEAPER, JOINED WITH THE CRIMINAL KNOWN AS MR. HYDE TO HIJACK A ROXXON SUPER-TANKER FOR A BILLION-DOLLAR RANSOM--

--THE WILY FRENCHMAN SUGGESTED THAT THEY ALSO DEMAND A VERY SPECIAL HOSTAGE: CAPTAIN AMERICA!

YOUR SCHEME WAS BRILLIANT, BATROC! OUR "GUEST" MAKES SUCH A COLORFUL FIGUREHEAD! HAH-HA-HA!!

LAUGH ALL YOU WANT, HYDE! IF I DON'T STOP YOU, SOMEBODY ELSE WILL!

HYDE ONLY LAUGHS... HARDER AND HARDER! AND AS CAPTAIN AMERICA STRAINS AT HIS BONDS--

--SO THOUSAND TONS OF LIQUIFIED NATURAL GAS GURGLE AND ROIL BENEATH THE METAL HULL AT HIS BACK, JUST WAITING TO ERUPT...

ROGER STERN writer
JOHN BYRNE * penciler
JOSEF RUBINSTEIN inker
JOHN COSTANZA * letterer
BOB SHAREN colorist
JIM SALICRUP, editor
JIM SHOOTER harbormaster

...WAITING TO BRING FIERY DEATH AND DESTRUCTION TO ALL OF NEW YORK CITY!

COLD FIRE!

FOR NOW, THE JUMBO L-N-G SUPER-TANKER SITS IN THE MIDST OF A STRANGELY DESERTED NEW YORK HARBOR, A GIANT, FLOATING BOMB--

ROXON

HA-HAH-HA!

LESS THAN 24-HOURS AGO, BATROC USED THAT BARGE TO FREE HYDE FROM THE RYKER'S ISLAND PRISON COMPLEX.*

AND NOW, IT STANDS READY TO TRANSPORT THE DUO AND THEIR ILL-GOTTEN RANSOM TO SAFETY.

--DWARFING THE ATTENDANT BARGE THAT SAILS ALONG ITS STARBOARD SIDE... THE BARGE WHICH HOUSES BATROC'S FLOATING HEADQUARTERS.

NO SHOTS--NO SCHOOL! IT'S THE LAW!

*LAST ISSUE. DON'T TELL US YOU MISSED IT! --Jim.

BUT BEFORE THE TWO TAKE TO FLIGHT...

THIS LITTLE TOY OF YOURS FASCINATES ME, CAPTAIN! I THINK I'LL BREAK IT BEFORE I DEPART.

...AND YOU AND THE SHIP ARE BLOWN SKY-HIGH!

YOU MEAN YOU'LL *TRY*, HYDE! BETTER MEN THAN YOU HAVE FAILED!

2

HE SPEAKS THE TRUTH, HYDE! NOTHING SEEMS TO AFFECT HIS SHIELD!

NONSENSE! IT CAN'T... RESIST... ME! A PIECE OF METAL THIS SIZE... CAN'T... UNGH... POSSIBLY--! I'VE... UNGH... FOUGHT... UNGH... THOR! I... I...

...I CAN'T.

BLAST!

UNABLE TO EVEN BEND THE MIGHTY SHIELD, HYDE HURLS IT OVER THE TANKER'S PORT SIDE--

--INADVERTANTLY LODGING IT DEEP IN THE SIDE OF A SECOND BARGE, WHERE BATROC'S MEN ARE FAITHFULLY GATHERING UP THE BILLION-DOLLAR RANSOM FOR TRANSFER.

KTUK

HUH?!

ROXON

AND ON THE TANKER DECK...

I WAS A FOOL TO WASTE MY TIME ON THAT GAUDY TRINKET! COME, BATROC--WE STILL HAVE MUCH TO DO... ON THE BRIDGE!

ROXON

QUEEN OF EGYPT

AS YOU SAY, *MON AMI*...

THERE IS MUCH WE STILL MUST DO!

UNNOTICED BY HYDE, BATROC NONCHALANTLY GIVES A GENTLE KICK TO THE PORT-SIDE ANCHOR CHAIN RELEASE--

3

...WITH SUDDEN CONSEQUENCES!

WHAT?! THERE'S SUDDENLY SLACK ON ONE OF MY CHAINS! IF ONLY IT'LL KEEP UP--!

NO GOOD! THE RATCHET-LOCK HAS KICKED BACK IN! ALL I GOT WAS A COUPLE EXTRA FEET OF CHAIN!

I GUESS I'LL HAVE TO MAKE THAT DO!

PULLING HIMSELF OVER TO THE STARBOARD SIDE, CAP BEGINS A PAINFUL MANEUVER...

GOT TO SCRAPE THE LINKS ACROSS THE BOW... AND TRY TO WEAKEN ONE OF THEM!

FOR LONG, AGONIZING MINUTES, CAP STRAINS TO HOLD HIMSELF IN PLACE AND WORK AT HIS BONDS. AND THEN...

THAT ONE LINK LOOKS LIKE IT MIGHT BE READY TO...

...GIVE!

GOOD! THE WELD GAVE! NOW... IF... I CAN JUST BEND IT ENOUGH!

COME ON, BLAST YOU-- BEND! *BEND!*

IT BENDS...

...AND WITH A GRATEFUL SIGH OF RELIEF, CAP FLIPS THE CHAIN LOOSE FROM THE RUPTURED LINK. IN SECONDS, HE IS FREE OF ONE OF HIS BONDS!

NOW THE HARD PART BEGINS. THERE'S NOT ENOUGH SLACK ON THIS SIDE TO PULL THE SAME TRICK. I JUST HAVE TO PRAY THAT LEVERAGE WILL BE ENOUGH!

IT HAS TO BE! HYDE SAID HE'LL CRASH THIS TANKER INTO THE DOCKS AND BLOW IT UP!* IF THAT HAPPENS, THE CITY DOESN'T STAND A CHANCE!

*LAST ISSUE--J.S.

"I REMEMBER WHAT THAT ROXXON OFFICIAL, PIERCE BENEDICT, TOLD D.A. TOWER AND ME ABOUT THE DANGER OF THIS SHIP..."

OKAY, BENEDICT, WE KNOW IT'S DANGEROUS... *HOW* DANGEROUS?

WELL, FIRST LET ME ASSURE YOU THAT THE *QUEEN OF EGYPT* IS OUR NEWEST *L-N-G* SUPER-TANKER. IT HAS ALL THE LATEST SAFETY FEATURES, BUT... WELL...

IT HAS THE EXPLOSIVE POTENTIAL OF A SMALL NUCLEAR DEVICE.

ROXXON

"A SMALL NUCLEAR DEVICE!" HE SAID IT SO MATTER-OF-FACTLY! WHAT KIND OF MAN COULD BE A PARTY TO BRINGING A SHIP LIKE THIS WITHIN EVEN A HUNDRED MILES OF A POPULATED AREA?!

"THE SLIGHTEST LEAK...THE TINIEST SPARK... COULD CAUSE THIS TANKER TO BLOW IN AN INSTANT!"

AND THE INITIAL EXPLOSION WOULD JUST BE THE START! THE HEAT CREATED BY THE BLAST WOULD CAUSE A FIRESTORM WHICH WOULD ENGULF THE WHOLE CITY!

MILLIONS WOULD DIE IN A MATTER OF MINUTES! THERE WOULD BE NO PLACE TO RUN FROM THE TERRIFIC HEAT AND FIRE!

ALL OF NEW YORK... EVERYONE I KNOW AND LOVE WOULD DIE HORRIBLY!

NO! THAT MUST NOT HAPPEN! I WONT LET IT HAPPEN! I WON'T... I WON'T!!

FEAR AND OUTRAGE WELL UP IN THIS MAN'S SOUL... FEAR FOR THE LIVES OF MILLIONS OF NEW YORKERS... OUTRAGE AT BEING TRAPPED HERE, UNABLE TO DO MORE THAN STRAIN AND PULL!

EVERY MUSCLE, EVERY NERVE ENDING SCREAMS AS HE DESPERATELY TRIES TO BREAK FREE. THE CHAIN THAT BINDS HIM IS COLD, HARD STEEL...

...BY RIGHTS, IT SHOULD BE IMPOSSIBLE FOR HIM TO BREAK. BY RIGHTS, HE SHOULD GIVE UP.

BUT CAPTAIN AMERICA NEVER GIVES UP.

WITH EVERY BIT OF POWER IN HIS BODY, CAP GIVES A MIGHTY TUG! MIRACULOUSLY, THE CHAIN SEPARATES!

SN AP

THUNK

AND THEN... TRAGEDY!

STUNNED, THE AVENGER PLUMMETS FROM THE BOW OF THE HUGE SUPER-TANKER...

...LIKE LEGENDARY ICARUS, FALLING FROM THE HEAVENS!

BARELY CONSCIOUS, HE HITS THE WATER HARD... VERY HARD!

AND IN SECONDS, THE ONE MAN WHO MIGHT POSSIBLY BE ABLE TO SAVE NEW YORK FROM TOTAL DESTRUCTION SINKS BENEATH THE WAVES...

...JUST LIKE A STONE!

MEANWHILE, ON THE BRIDGE OF THE MAMMOTH TANKER...

YES, BATROC, AS AN...ASSOCIATE, YOU HAVE BEEN MOST HELPFUL IN THIS OPERATION. AND, OF COURSE, YOUR HOSTAGE CHOICE WAS A STROKE OF GENIUS... I COULDN'T HAVE DONE BETTER MYSELF!

AH...YES, I THOUGHT YOU WOULD LIKE IT.

THE *PIG!* IT IS BAD ENOUGH THAT HYDE TRICKED ME INTO WORKING WITH HIM, * BUT HE DOES NOT EVEN CONSIDER ME A FULL PARTNER!

* LAST ISSUE-- JIM.

I STILL REMEMBER THE DEFEAT CAPTAIN AMERICA HANDED ME IN OUR PREVIOUS ENCOUNTER. HAVING HIM AT MY MERCY NOW IS MOST SATISFYING!

YES. I REMEMBER...

"...AT THE TIME, I HAD BEEN MR. HYDE FOR TOO LONG WITHOUT RE-NEWING THE CHEMICALS WHICH GIVE ME MY POWER.

"WHEN I FIRST FOUGHT CAPTAIN AMERICA, MY STRENGTH WAS JUST A FRACTION OF MY TRUE MIGHT. HE EASILY BESTED ME. *

* CAP #152 -- Jim

"AFTER THAT IGNOMINOUS DEFEAT, HE JUST LEFT ME THERE, TIED UP WITH THAT FOOL, THE SCORPION... A PRISONER FOR THE POLICE TO FIND!

"BUT, AS I REGAINED CONSCIOUS-NESS, I REVERTED TO MY HUMAN FORM. ONCE AGAIN, I WAS DR. CALVIN ZABO! I EASILY SLIPPED FROM THE ROPES, LEAVING THE SCORPION FOR THE POLICE!

"I WAS ANGRY. I WANTED VENGEANCE ON THAT BLASTED AVENGER! BUT FOR THAT--

"--I NEEDED CERTAIN CHEMICALS TO DUPLICATE MY HYDE-FORMULA. FOOLISHLY, I BROKE INTO A NEARBY PHARMACY, AND I WAS CAUGHT IN THE ACT!

"LACKING THE FUNDS TO HIRE THE PROPER LAWYERS, I WAS TRIED AND CONVICTED. AND SO, CALVIN ZABO SPENT SIX MONTHS IN PRISON.

"SIX MONTHS DURING WHICH MY FORMER PARTNER, THE COBRA, BOUNCED IN AND OUT OF PRISONS AS A MEMBER OF THE SERPENT SQUAD!" *

655321

* SEE CAP #163 & #180-182 -- Jim

EVEN WHEN I REJOINED THE COBRA, HE BETRAYED ME! HE LEFT ME TO ROT IN RYKER'S ISLAND,* AND HE IS THE SOLE BEING WHO KNOWS I AM CALVIN ZABO!

YOU ARE STRANGELY QUIET, M'SIEUR.

I WAS THINKING OF A MAN I WAS ONCE FOOLISH ENOUGH TO TRUST, BATROC... A MAN WHO MUST SUFFER FOR HIS TREACHERY!

*SEE SPECTACULAR SPIDER-MAN #46-J.

LOOK OUT THERE, BATROC... NEW YORK! JUST A FEW NIGHTS AGO, THE COBRA FOUGHT SPIDER-MAN OUT THERE!

I KNOW, COBRA... HE'S A CREATURE OF HABIT. HE'LL STILL BE HOLED UP IN THE CITY SOMEWHERE!

ALL I HAVE TO DO IS SET THESE CONTROLS... LET THIS TANKER CRASH INTO THE DOCKS... AND THE EXPLOSION WILL DO THE REST!

NO MORE NEW YORK... NO MORE COBRA!

YOU CANNOT BE SERIOUS! THAT WAS JUST A THREAT... A BLUFF TO GET THE MONEY FROM ROXXON AND BEDEVIL THE *CAPTAIN!*

YOU SHOULD KNOW ME BETTER BY NOW, BATROC! I AM QUITE SERIOUS!

AND YOU SHOULD KNOW BETTER, MONSIEUR, THAN TO TURN YOUR BACK ON BATROC!

SIGNAL YOUR MEN TO FINISH LOADING THE RANSOM AND CLEAR OUT OF THE HARBOR. WE'LL ESCAPE IN MY MINI-SUB!

NON! TAKING MONEY FROM A THIEVING OIL CARTEL LIKE ROXXON IS ONE THING, BUT MASS MURDER IS QUITE A DIFFERENT MATTER! BATROC SHALL HAVE NO PART OF IT!

KTAK

JUST LAST NIGHT, BATROC ATTACKED HYDE WITH A SIMILAR KICK... A KICK MEANT TO PARALYZE. IT FAILED.

TODAY, THE KICK IS DEADLIER... MEANT TO KILL!

IT ALSO FAILS!

KRESH

SACRE BLEU!

FOOL! DIDN'T YOU LEARN ANYTHING YESTERDAY?!

HYDE IS YOUR BETTER! HYDE WILL *ALWAYS* BE YOUR BETTER!

I STILL CANNOT BELIEVE THE SPEED HE POSSESSES! BUT SPEED AND STRENGTH ALONE DO NOT BRING VICTORY!

I DO NOT BELITTLE YOUR POWER, MONSIEUR--

KRAK

AND NOW, WE SHALL SEE WHO IS TRULY THE SUPERIOR FIGHTER!

THE GLOVES ARE OFF, *N'EST-CE PAS?*

BUT EVEN THE MIGHTIEST CAN BE CAUGHT OFF GUARD!

BUT--EVEN AS BATROC AND HYDE SQUARE OFF--ON THE RANSOM BARGE BELOW...

C'MON, BOB! YOU'RE WASTING YOUR TIME!

NO! IT'S ABOUT TO GIVE!

WHOA-HO!

WATCH IT, WILL YA? GEEZ, YOU'VE GOT ALL THE GRACE OF A WOUNDED GAZELLE!

SAY WHAT YA WANT, TERRY...BUT I'M THE GUY WITH THE SHIELD! REMEMBER THAT!

YEAH, WELL... IT IS A NICE PIECE OF WORK! LOOK, IT'S NOT EVEN DENTED!

FROM THE STORIES THE BOSS TELLS, IT CAN'T BE DENTED!

HE CLAIMS IT'S MADE FROM SOME SORT OF SECRET SUPER-METAL OR SOMETHING!

YOU DON'T BELIEVE THAT DO YOU? C'MON... WE'RE SUPPOSED TO BE GUARDING THE MINI-SUB!

HEY... DID YOU JUST HEAR SOMETHING?

THWOK

SORRY ABOUT THE REAR ATTACK, BOYS, BUT I DON'T HAVE TIME TO WASTE! BESIDES, I DON'T THINK THAT LITTLE "*MEETING OF THE MINDS*" WILL GIVE YOU ANYTHING MORE THAN A COUPLE OF BUMPS ON YOUR HEADS!

NOW I HAVE A LITTLE BUSINESS TO SETTLE WITH YOUR BOSS AND MR. HYDE!

SPRINGING UP THE NET-LADDER, CAP IS UP THE SIDE OF THE TANKER IN SECONDS...

WHAT THE DEVIL?! IT SOUNDS LIKE THERE'S SOME SORT OF FIGHT GOING ON UP THERE!

AND, SURE ENOUGH...

GREAT SCOTT! HYDE HAS BATROC ON THE ROPES! HE'S CRUSHING THE LIFE OUT OF HIM!

HYDE! NO!

STRANGE! FOR A MOMENT THERE, I THOUGHT I HEARD CAPTAIN AMERICA'S VOICE!

BUT THAT'S IMPOSSIBLE, ISN'T IT, BATROC? THE GOOD CAPTAIN IS AS HELPLESS AS YOU ARE!

S-S-STOP!

STOP? WHY CERTAINLY... AS SOON AS I'VE BROKEN YOU IN TWO! I THINK... AARRGHH!

MY ARM!

THE MAN SAID "STOP," HYDE--

-- THAT SEEMS LIKE A WISE DECISION!

YOU... FREE?! BUT HOW?!

PERHAPS HE HAD SOME HELP, NON?

MERCI, CAPITAN... THAT IS ONE I OWE YOU!

BAH! IT DOESN'T MATTER HOW YOU GOT FREE! I BEAT YOU UNCONCSIOUS AND CHAINED YOU BEFORE... I CAN DO IT AGAIN!

YEP, I'LL ADMIT THAT YOU CERTAINLY TOOK ME BY SURPRISE EARLIER, HYDE! BUT I'M ON MY GUARD NOW-- YOU WON'T TAKE ME THE SAME WAY TWICE!

FOOL! YOU CANNOT EVADE ME FOR LONG! YOU ARE JUST AN ORDINARY MAN... BUT I AM HYDE! *HYDE!*

WELL, THEN HERE'S AN INTERESTING LESSON FOR YOU... "*NEVER UNDERESTIMATE THE ORDINARY MAN!*"

THWAK

VERY TRUE, *MON AMI!* AND IS IT NOT ALSO A CUSTOM OF YOUR COUNTRYMEN TO BAND TOGETHER TO FIGHT THE COMMON EVIL?

BATROC! SO YOU STILL WANT A PART OF THIS FIGHT?

KRUK

BUT OF COURSE! YOU DID NOT THINK I WAS WILLING TO LET THIS MADMAN EXTERMINATE NEW YORK, DID YOU? WHY DID YOU THINK I ASKED FOR YOU AS OUR HOSTAGE?

;WHUUFF!;

THAT QUESTION *HAD* ENTERED MY MIND!

I NEVER TRUSTED HYDE FOR A MOMENT, AND I FEARED WHAT HE MIGHT TRY. BUT I KNEW THAT IF ANYONE COULD FIND A WAY TO STOP HIM, IT WAS YOU.

SO-- *VOILA!* I CONNIVED TO HAVE YOU BROUGHT HERE!

BATROC, THE NEXT TIME YOU NEED MY HELP AGAINST HYDE, GIVE ME A LITTLE WARNING FIRST!

RIGHT NOW, IT LOOKS LIKE EVERYTHING DEPENDS ON US!

YOU INSIGNIFICANT IDIOTS! HYDE HAS THE STRENGTH OF A DOZEN MEN!

THEN WE SHALL HAVE TO HIT YOU SEVERAL TIMES, *NOW?*

NO! YOU ARE NOTHING TO ME!

HE'S NOT BLUFFING! OUR ONLY HOPE IS TO KEEP HIM OFF-BALANCE--

--AND TRY TO WEAR HIM DOWN!

FOR TOO LONG HYDE HAS ALLIED HIMSELF WITH WEAKLINGS AND TRAITORS... BUT NO MORE! HYDE NEEDS NO ONE BUT HIMSELF!

THANG

HEADS UP, BATROC! COMING YOUR WAY!

BACK AND FORTH ACROSS THE DECKS OF THE SUPER-TANKER, CAP AND BATROC STRIKE OUT AT HYDE-- ALWAYS TRYING TO MANEUVER HIM AWAY FROM THE VOLATILE L-N-G TANKS.

LIKE A WELL-HONED MACHINE, THEY ATTACK AGAIN AND AGAIN--

--AND AGAIN!

KRUD

BUT THEN...

BATROC-- LOOK OUT!

HAH! I KNEW ONE OF YOU WOULD GET TOO CLOSE EVENTUALLY!

SPAM

WITH A LOOK OF MERCILESS GLEE ON HIS FACE, HYDE MOVES IN, READY TO DELIVER A KILLING BLOW! BUT BEFORE HE CAN...

NO! KEEP AWAY FROM HIM!

COME ON, MISTER, STAY ON YOUR FEET! PULL YOURSELF TOGETHER--I'LL HANDLE HYDE!

=UNNGH!=

YOU THINK YOU CAN STAND UP TO ME WITH THAT SHIELD, DO YOU? VERY WELL, HYDE SHALL USE A WEAPON, TOO!

THE WORDS SPEW FROM HYDE'S MOUTH IN A CHOKING, BRUTAL SNARL--HIS MIND NOW ALL-BUT-OVERWHELMED BY HIS CONSUMING HATRED!

ADDLED BY HIS RAGE, HE RIPS FREE THE NEAREST OBJECT...

--AND IS INUNDATED BY A HIGH-PRESSURE STREAM OF LIQUIFIED NATURAL GAS!

GOOD LORD!

ALMOST INSTANTLY, AN ELABORATE EMERGENCY VALVE-SYSTEM SHUTS DOWN THE LEAK--BUT NOT BEFORE THE SUB-ZERO LIQUID FREEZES THE VERY WATER VAPOR AROUND HYDE!

H-HE'S STILL MOVING! HE'S STILL ALIVE UNDER ALL OF THAT!

ENCASED IN THE ICY SUBSTANCE, HYDE'S MONSTROUS FORM SLIPS AWAY FROM CAP'S GRASP, TUMBLING BACKWARD OVER THE SIDE OF THE TANKER...

HYDE!

SPLOOSH

JUST MINUTES AGO, HYDE THREATENED THE LIVES OF EVERY MAN, WOMAN AND CHILD IN NEW YORK CITY!

NOW, HE HIMSELF IS CAUGHT UP IN A DEATH-TRAP CREATED BY HIS OWN SAVAGE RAGE!

DESPERATELY, HE DIVES AFTER HYDE-- AGAIN AND AGAIN! BUT...

BUT CAPTAIN AMERICA DOES NOT HESITATE FOR A MOMENT. A LIFE IS IN DANGER... HE ACTS!

IT'S NO USE! THE HARBOR WATER IS TOO MURKY. I'VE LOST HIM!

I CAN'T FIND HIM, BATROC! WE'D BETTER RADIO THE HARBOR PATROL!

BATROC?

BUT THE WILY LEAPER IS NO LONGER ABOARD THE TANKER. HE IS ALREADY SEVERAL HUNDRED YARDS AWAY!

BLOOT BLOOT

WHY, THAT SLIPPERY--! HE'S GETTING AWAY... AND WITH ROXXON'S BILLION-DOLLAR RANSOM, NO DOUBT! I SHOULD HAVE EXPECTED THIS-- DESPITE HIS CODE OF HONOR, BATROC'S STILL A MERCENARY!

I CAN'T LET HIM GET AWAY WITH THIS!

AND, ABOARD THE DECEPTIVELY INNOCENT-LOOKING BARGE...

IT... IT IS SO 'EAVY!

BUT OF COURSE, MONIQUE! GOLD IS HARDLY LIGHT!

ROXXON

MY LITTLE PLAN WORKED OUT WELL, DID IT NOT, *MA CHERIE?* NEW YORK IS STILL SAFE, MONSIEUR HYDE IS DEFEATED, AND WE HAVE ALL THIS LOVELY MONEY!

COME... LET US CELEBRATE!

BUT THEN...

BOOOM

NOM DU CHIEN!

MON DIEU! DON'T TELL ME THAT THE TANKER BLEW UP AFTER ALL!

NON, WHAT AM I THINKING? THE EXPLOSION WOULD HAVE BEEN MUCH WORSE!

RACING UP THE STAIRS FROM HIS PRIVATE QUARTERS, DEEP WITHIN THE BARGE, BATROC SOON CONFRONTS THE PROBLEM...

OH, *NO!*

THE TUG! SHE IS SINKING! BUT HOW CAN THIS BE?!

EH? IT IS HYDE'S MINI-SUB! THE ONE HE AND I BOARDED THE TANKER IN!

OH, NO! NO, DO NOT TELL ME--!

AHOY, BATROC! SORRY I HAD TO TORPEDO YOUR PLANS-- BUT THERE'S STILL THE MATTER OF A BILLION DOLLARS YOU OWE ROXXON OIL!

OTHERWISE, I MIGHT HAVE BEEN TEMPTED TO LET YOU GO!

OH, AND I WOULDN'T TRY ANYTHING FUNNY JUST NOW! YOU SEE, I'VE RADIOED THE COAST GUARD--

WOOOP

WOOP WOOOP

--AND YOU'RE SURROUNDED, "MON AMI!"

I DO NOT BELIEVE IT!

WOOP

YOU HAVE RUINED ME AGAIN, *CAPITAN!* YOU... I... OH, WELL!

I GUESS THOSE ARE THE FORTUNES OF WAR! *C'EST LA VIE!*

LE FINI

NEXT ISSUE: SHOULD OLD ACQUAINTANCE BE FORGOT

Stan Lee PRESENTS: AN EXTRA-SPECIAL MARVEL FEATURES BONUS!

THE LIFE AND TIMES OF CAPTAIN AMERICA!

A CATACLYSMIC COMPENDIUM OF CAP-FACTS--AS CAREFULLY COMPILED BY OUR CREW OF CRAFTY CHRONICLERS!

SO WHAT'RE YOU WAITING FOR? READ ON!

BACK IN THE DAWNING DAYS OF WORLD WAR TWO...WHEN DR. ERSKINE'S SUPER-SOLDIER SERUM TRANSFORMED FRAIL STEVE ROGERS INTO THE LIVING DYNAMO KNOWN AS **CAPTAIN AMERICA**, A LIFE WAS CHANGED FOR ALL TIME! THE YOUTHFUL HERO WAS SUDDENLY THRUST INTO A FOUR-YEAR CAREER OF ALMOST CONSTANT ACTION--

--AND, FOR ALL INTENTS AND PURPOSES, STEVE ROGERS CEASED TO EXIST. HE BECAME LITTLE MORE THAN AN IDENTITY FOR CAPTAIN AMERICA TO FALL BACK ON.

FOR THE NEWLY-INDUCTED PRIVATE ROGERS, LIFE VARIED FROM THE FANTASTIC ADVENTURES OF CAPTAIN AMERICA... TO THE BORING ROUTINE OF BOOT CAMP.

THROWN INTO SUSPENDED ANIMATION BY A FREAK ACCIDENT AT WAR'S END, CAP WAS FOUND AND REVIVED DECADES LATER BY THE MIGHTY AVENGERS. AMERICA'S SUPER-SOLDIER LIVED AGAIN!

BUT, AS BEFORE, STEVE ROGERS WAS LITTLE MORE THAN A CIPHER. WHEN NOT ON A MISSION WITH THE AVENGERS, CAP FOUND HIMSELF WITH LITTLE TO DO. CLEARLY, SOMETHING HAD TO CHANGE!

FOR A SHORT TIME, CAP LED A SECOND LIFE AS A ROOKIE COP FOR THE NEW YORK POLICE DEPARTMENT. BUT WHILE THAT CAREER WAS SOMEWHAT SATISFYING FOR STEVE ROGERS, IT DIDN'T ALLOW HIM THE FLEXIBILITY NEEDED TO CONTINUE AS CAPTAIN AMERICA.

MACY'S

TODAY, HOWEVER, CAP HAS FINALLY FOUND A CAREER THAT ALLOWS ENOUGH TIME FOR A DOUBLE LIFE, AND ENOUGH INCOME TO PAY THE RENT.

MEET STEVE ROGERS... FREE-LANCE COMMERCIAL ARTIST!

PUSH

DRAWING ON A NATIVE TALENT FOR ART, STEVE HAS AT LAST RETURNED TO LIFE... A LIFE OF FLEXIBLE HOURS... CREATIVE FULFILLMENT...

...AND DEADLINES!

THE APARTMENT OF STEVE ROGERS ESQ.

LOCATED AT 569 LEAMAN PLACE, IN THE VERY HEART OF HISTORIC BROOKLYN HEIGHTS, STEVE'S APARTMENT-&-STUDIO OCCUPIES THE TOP FLOOR OF A HANDSOME OLD FOUR-STORY BUILDING.

569

UNCLE SAM WANTS YOU

A

B

C

D

E

F

FINALLY, FOR ALL YOU BUDDING ARCHITECTS, HERE'S THE FLOORPLAN TO STEVE'S HUMBLE ABODE...

BATHROOM B

C DOORWAY TO BEDROOM

D DINING AREA

E KITCHEN

F DRAWING BOARD/WORKING AREA

A MAIN LIVING AREA

CLOSETS G

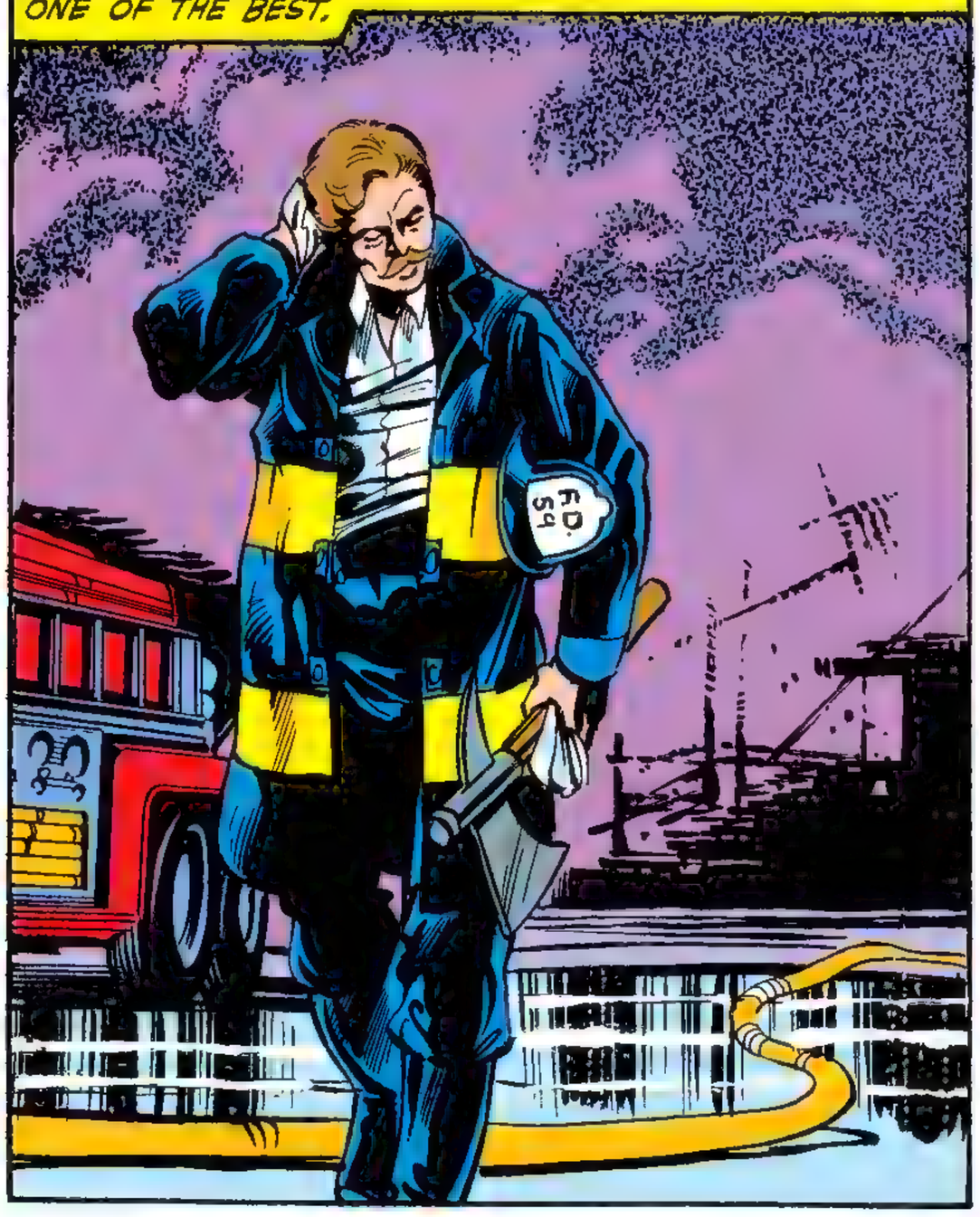
H HALLWAY/STAIRS

STEVE ROGERS' FRIENDS AND NEIGHBORS

ANNA KAPPLEBAUM...THE SURROGATE MOTHER OF THE OTHER TENANTS AT 569 LEAMAN PLACE. ANNA IS A SURVIVOR OF HITLER'S DEATH CAMPS. SHE LITTLE SUSPECTS THAT HANDSOME YOUNG STEVE ROGERS IS THE SAME MAN WHO--AS CAPTAIN AMERICA--SAVED HER LIFE DURING THE FINAL DAYS OF WORLD WAR TWO.

JOSHUA COOPER... ALSO KNOWN AS "THE COOP," A FORMER ARMY MEDIC, JOSH IS NOW A TEACHER, WORKING WITH CHILDREN WHO HAVE SEVERE LEARNING DISABILITIES. IT'S NOT AN EASY JOB, BUT JOSH WOULDN'T TRADE AN HOUR WITH HIS KIDS FOR ALL THE GOLD IN FORT KNOX.

MICHAEL FARREL...INVETERATE READER AND FULL-TIME FIREMAN, A GRADUATE OF THREE DIFFERENT COLLEGES, AND A HOLDER OF A HALF-DOZEN OR SO DEGREES, MIKE ALWAYS WANTED TO BE A FIREMAN. TO HIS CREDIT, HE'S ONE OF THE BEST.



BERNADETTE ROSENTHAL..."BERNIE" TO HER FRIENDS. MS. ROSENTHAL IS ONE OF THE MOST TALENTED GLASS BLOWERS IN THE NEW YORK METROPLEX. IT IS ALSO RUMORED THAT SHE HAS MORE THAN A PASSING INTEREST IN STEVE ROGERS.

CAPTAIN AMERICA'S PARTNERS AGAINST CRIME

COLONEL NICHOLAS FURY & AGENT TIMOTHY ALOYSIUS CADWALLADER DUGAN (A.K.A. DUM-DUM)... OF THE SUPREME HEADQUARTERS INTERNATIONAL ESPIONAGE LAW-ENFORCEMENT DIVISION.

THE DIRECTOR OF THE FREE WORLD'S GREATEST SPY-AGENCY AND HIS TOP AGENT HAVE OFTEN FOUGHT ALONGSIDE CAP IN HIS BATTLES AGAINST THE ENEMIES OF FREEDOM!

SAM WILSON THE FALCON...AND MS. LEILA TAYLOR.

CAP'S FORMER PARTNER--AND ONE-TIME FELLOW AVENGER--IS NOW OPERATING ON HIS OWN. (ACTUALLY, WE'RE NOT SURE JUST WHAT SAM AND HIS LADY ARE UP TO RIGHT NOW, BUT WE DOUBT THEY'LL STAY OUT OF THE PICTURE FOR LONG!)

JAMES BUCHANAN BARNES--A.K.A. **BUCKY**

S.H.I.E.L.D. AGENT 13--**SHARON CARTER**

THE WAR AGAINST INJUSTICE IS NOT AN EASY ONE... LIKE ANY WAR, IT HAS ITS CASUALTIES. CAP'S FIRST PARTNER, BUCKY, AND THE LOVE OF HIS LIFE, SHARON CARTER, WERE TWO OF THOSE CASUALTIES. AND THOUGH THEY HAVE PASSED FROM THIS MORTAL EXISTENCE, THEY SHALL NEVER BE FORGOTTEN!

AND FINALLY, THERE ARE CAP'S TEAMMATES...**THE AVENGERS!**

DEAR ROGER,

IF YOU THINK I'M GOING TO DRAW ALL OF THE AVENGERS - EVERY SINGLE MEMBER AND ALL OF THE VARIOUS HANGERS-ON - IN THIS LITTLE SPACE, YOU CAN THINK AGAIN!

JOHN BYRNE

CHICKEN!

THANKS JOHN! - JOE RUBINSTEIN

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CAPTAIN AMERICA®

TOMB OF BLOOD!

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BYRNE RUBINSTEIN

1940! As the world teetered on the brink of global war, frail ***Steve Rogers*** entered a secret laboratory and was transformed into the American ***super-soldier!*** For four thrilling years, he battled the Axis powers — until a freak stroke of fate threw him into ***suspended animation.*** When he awoke, he was a man decades out of his time! Since that fateful day, Steve Rogers has sought his destiny in this brave new world!

Stan Lee PRESENTS: **CAPTAIN AMERICA!**®

SHOULD OLD ACQUAINTANCE BE FORGOT

THE RAINS WASH DOWN ON THE SMALL BRITISH VILLAGE, NOT FAR FROM THE NORTH OF LONDON.
THEY ARE NOT CLEANSING RAINS...
OVER HERE, DOCTOR! LOOKS LIKE THE BLOODY SLASHER'S STRUCK AGAIN!
BLAST! THAT'S THE THIRD VICTIM IN LESS THAN A MONTH. WHEN... WHEN WILL IT ALL END?

ROGER STERN & JOHN BYRNE
WRITER/CO-PLOTTERS/PENCILER

JOE RUBINSTEIN
INKER

JIM NOVAK, LETTERER

BOB SHAREN, COLORIST

JIM SALICRUP, EDITOR

JIM SHOOTER, CHIEF

MMM... IT'S THE SLASHER'S WORK, ALL RIGHT. THE NECK WAS BROKEN... THROAT MUTILATED... AND I DOUBT THAT THERE'S AN OUNCE OF BLOOD LEFT IN HER.

POOR GIRL -- AT LEAST THE END MUST HAVE COME QUICKLY.

COR', DOCTOR... TO THINK THAT THERE'S A BLOODY MADMAN LIKE THE SLASHER RUNNIN' AROUND FREE! WHAT MANNER OF MAN KILLS AN INNOCENT WOMAN--

--AN' THEN DRAINS OFF 'ER BLOOD LIKE A SLAUGHTERHOUSE PIG?

A VERY... SICK ONE, CONSTABLE.

COME, HELP ME GET THE LASS'S BODY TO MY OFFICE. THEN, WE'D BEST INFORM HER LADYSHIP OF THIS.

MINUTES, LATER, AT A NEARBY MANOR HOUSE...

WE'RE SORRY ABOUT INTRUDIN' AT SUCH A BEASTLY HOUR, LADY CRICHTON--

--BUT YOU ASKED TO BE KEPT POSTED ON THIS SLASHER BUSINESS.

THAT'S QUITE ALL RIGHT, CONSTABLE--

--I HAD YET TO RETIRE FOR THE EVENING... AND I DARE SAY THAT I DOUBT I'LL GET ANY SLEEP THIS NIGHT!

SOMETHING MUST BE DONE BEFORE THE SLASHER CLAIMS ANOTHER VICTIM. I STILL HAVE SOME INFLUENCE WITH SCOTLAND YARD, YOU KNOW... I'LL BRING INSPECTOR SWEENEY IN ON THIS RIGHT OFF!

THAT'S VERY GOOD OF YOU, YOUR LADYSHIP!

OH, HOW -- MIGHT I ASK -- IS YOUR FATHER DOING?

FATHER IS AS WELL AS COULD BE EXPECTED, DOCTOR-- THANK YOU FOR ASKING. THAT MEDICATION YOU GAVE HIM SEEMS TO HAVE EASED HIS CHEST PAINS...

...THOUGH I'M AFRAID HE'S STILL AS STUBBORN AS EVER!

THE FOOLS!

I'VE TOLD THEM WHO THIS SLASHER IS, BUT THEY IGNORE ME! CAN'T THEY SEE THAT THE DEVIL HAS RETURNED AMONG US?

HE MUST BE STOPPED, BUT THERE'S NOT A MAN AMONG THEM WHO IS CAPABLE!

NO, THE ONLY MAN WHO CAN STOP THESE MURDERS IS AN OCEAN AWAY!

SIX TIME ZONES ACROSS THE WIDE ATLANTIC LIES **NEW YORK CITY**! IT IS A GREAT CITY... A WORLD CITY...

...BUT EVEN THE GREATEST CITIES HAVE THEIR SHARE OF HUMAN VERMIN.

WIN

ar

SPI

C'MON, I KNOW YOU GOTTA HAVE MORE DOUGH THAN THAT! HAND IT OVER!

I HAFF ALREADY EMPTIED CASH REGISTER... THAT IS ALL I HAFF! VHAT MORE YOU VANT FROM ME... BLOOD?

IF THEY DO, THEY WON'T GET IT!

WITH A DESPERATE SUDDENNESS, THE ARMED ROBBER WHIRLS AND FIRES BOTH BARRELS OF HIS WEAPON AT THE BOLD FIGURE WHO DASHES THROUGH THE DOORWAY.

IT CAN'T BE! NO MAN CAN DODGE A SHOTGUN BLAST AT THIS RANGE!

BUT, FAST AS THE GUNMAN IS, HIS ACTION IS MUCH TOO SLOW!

MISTER, I WAS DODGING A LOT WORSE THAN THAT-- A LOT CLOSER THAN THAT-- BEFORE YOU WERE BORN!

THERE IS NO BRAGGADOCIO IN THE VOICE OF THE COLORFULLY CLAD MAN-- ONLY CALM CONFIDENCE-- AS HE TAKES OUT ONE OPPONENT AND TURNS TO CHASE AFTER THE SECOND...

IT'S CAPTAIN AMERICA! I'VE HEARD ABOUT HIM MOST'A MY LIFE--

--BUT I NEVER ACTUALLY THOUGHT HE WAS FOR REAL! I GOTTA GET OUTTA HERE!

THAT FELLOW HAS A PRETTY GOOD HEAD START! STILL, I COULD EASILY CATCH HIM BEFORE HE REACHES THE END OF THE ALLEY--

--BUT I DON'T HAVE THE TIME TO WASTE RIGHT NOW! THIS WAY WILL BE FASTER!

CLANG

CLANG

POWERED BY NOTHING MORE THAN HIS GOOD RIGHT ARM, CAPTAIN AMERICA'S SHIELD RICOCHETS DOWN THE ALLEYWAY, SWIFTLY ARCING BACK IN ON THE FLEEING FELON.

WHUUF!

BLASTED THING KNOCKED THE WIND OUTTA ME. BUT I GOT IT NOW... AND HE DON'T.

OKAY, MAN... HOLD IT RIGHT THERE! I GOT A PIECE, SEE--AN' I'M NOT AFRAID TO USE IT!

I DON'T DOUBT THAT A BIT, SON. BUT I'M NOT AFRAID, EITHER.

I DIDN'T NEED MY SHIELD TO AVOID YOUR BUDDY'S SHOTGUN BLAST... AND I DON'T NEED IT NOW.

IF YOU WANT TO SHOOT ME-- GO AHEAD AND TRY. BUT REMEMBER THIS... A LOT OF MEN HAVE TRIED... A LOT OF MEN WHO'VE FAILED!

UNLESS YOU FEEL LIKE YOU WANT TO FAIL MORE THAN YOU ALREADY HAVE, I'D ADVISE YOU TO HAND THAT THING OVER!

FOR WHAT SEEMS TO BE AN ETERNITY, THE TREMBLING HOODLUM STARES UP INTO THE ALERT BLUE EYES OF THE COSTUMED MAN.

FEVERISHLY, HE WEIGHS THE ODDS. IT SHOULD BE IMPOSSIBLE FOR THE AVENGER TO KEEP FROM TAKING A BULLET, AS CLOSE AS HE IS.

BUT THIS IS CAPTAIN AMERICA HE FACES--

--AND CAPTAIN AMERICA, IT HAS BEEN SAID, DOES THE IMPOSSIBLE.

IN THE END, THERE IS ONLY ONE SANE RESPONSE.

H-H-HERE... TAKE IT!

I THINK IT WOULD BE BEST IF ***YOU*** TOOK THIS, SIR. THIS MAN WON'T BE GIVING YOU ANY MORE TROUBLE!

HOO-BOY! I BE BETTINK NOT! DAT ONE YOU HIT-- HE STILL IS OUT THE COLD! DAT VAS THE MOST AMAZINK TING I EVER SEE!

I CALLED THE POLICE... THEY BE HERE SOON!

FINE, THEN YOU WON'T BE NEEDING ME ANY LONGER! JUST KEEP AN EYE ON THAT ONE! OKAY?

FOR THE MAN WHO SAVES MINE LIFE... ANYTHING!

GOD BLESS YOU KEPTAIN!

ONE FAST FLIP UP A FIRE ESCAPE, AND CAPTAIN AMERICA IS ONCE AGAIN VAULTING OVER THE ROOF-TOPS OF THE CITY...

NORMALLY, I WOULD'VE WAITED AROUND FOR THE POLICE TO ARRIVE -- BUT THIS PARTICULAR EVENING --

--I HAVE A VERY IMPORTANT ENGAGEMENT, AND I'LL BE LATE FOR IT IF I DON'T HURRY!

AH, GOOD! THERE'S MY PORTFOLIO... RIGHT WHERE I LEFT IT!

HOPEFULLY, THERE WON'T BE ANY NEW EMERGENCIES CALLING FOR CAPTAIN AMERICA'S ATTENTION THIS EVENING --

-- BECAUSE IT'S ABOUT TIME THAT ***STEVE ROGERS*** ENJOYED A NIGHT ON THE TOWN!

A QUICK CHANGE OF CLOTHING, AND FREELANCE ARTIST STEVEN ROGERS SLIPS BACK DOWN INTO THE CITY STREETS --

--AND HEADS FOR A CERTAIN BROADWAY THEATRE, WHERE THE LOVELY BERNADETTE ROSENTHAL AWAITS... MORE OR LESS PATIENTLY.

I SHOULD HAVE KNOWN BETTER THAN TO EXPECT STEVE TO BE ON TIME!

HELLO, BERNIE-- SORRY I'M LATE. HAVE YOU BEEN WAITING LONG?

WELL, NOT LONG ENOUGH FOR MOSS TO GROW ON MY NORTH SIDE, STEVE. NO, YOU'RE NOT ALL THAT LATE... I THINK WE CAN STILL GET TO OUR SEATS BEFORE THE CURTAIN GOES UP.

THAT'S A RELIEF...

...I WAS AFRAID WE'D MISS THE OPENING NUMBER. AND I'VE BEEN LOOKING FORWARD TO SEEING THIS SHOW AGAIN FOR SOME TIME.

OKLAHOMA!

OH, YOU'VE SEEN IT BEFORE?

ONCE... YEARS AGO.

THOUGH I DOUBT YOU'D BELIEVE ME IF I TOLD YOU THE YEAR WAS *1943!*

HOURS LATER, AFTER AN EVENING OF RODGERS AND HAMMERSTEIN, STEVE AND BERNIE RETURN TO THEIR BROOKLYN HEIGHTS APARTMENT BUILDING...

COME ON--ADMIT IT, BERNIE! YOU KIDDED ME ABOUT WANTING TO SEE AN "OLD FOGEY'S MUSICAL"-- BUT YOU REALLY ENJOYED ***OKLAHOMA!*** DIDN'T YOU?

ALL RIGHT... IT ***WAS*** A KICK. BUT I STILL THINK ***OH, CALCUTTA*** WOULD HAVE BEEN MORE FUN.

YES... WELL, I DON'T THINK I'M QUITE READY FOR ***THAT*** JUST YET. CREAM WITH YOUR COFFEE?

PLEASE.

YOU KNOW, STEVE, YOU ARE A CONSTANT PUZZLE TO ME. YOU'RE BRIGHT... WITTY... BUT YOUR TASTES ARE SO... OLD-FASHIONED!

GUILTY AS CHARGED, BERNIE. I'M AFRAID I'M JUST AN INCURABLE NOSTALGIA BUFF. I'D RATHER LISTEN TO BIG BANDS THAN TO ROCK...

... AND RATHER WATCH AN OLD BOGART FILM THAN MOST CURRENT MOVIES.

WELL, I'LL AGREE THAT SOME OF THE OLDER MOVIES ARE AMONG THE BEST. DO YOU REMEMBER BOGEY AND LAUREN BACALL IN "*TO HAVE AND HAVE NOT*"?

SURE... ONE OF MY FAVORITES.

I ESPECIALLY LIKED THE SCENE WHERE BACALL SAID, "IF YOU NEED ME, STEVE... JUST WHISTLE. YOU KNOW HOW TO WHISTLE... DON'T YOU?"

UM-HMM. "YOU JUST PUT YOUR LIPS TOGETHER AND--!"

BRINNG

HELLO? WHO IS THIS?

JARVIS,* SIR. SORRY TO CALL SO LATE, BUT A CABLE JUST ARRIVED FOR YOU -- FOR CAPTAIN AMERICA, RATHER -- AT AVENGERS MANSION, AND I THINK IT COULD BE IMPORTANT.

YOU *THINK--?*

YES, SIR-- IT'S APPARENTLY IN SOME SORT OF CODE. ALL THE CABLE SAYS IS: "THE FAT'S IN THE FIRE... TIME TO WAVE THE FLAG, DISCREETLY... TALLY-HO!" AND IT'S SIGNED "FALSWORTH!"

I SEE... THANK YOU.

*BUTLER TO THAT WORLD-FAMOUS SUPER-TEAM, THE AVENGERS -- J.

JARVIS WAS RIGHT... IT WAS IN CODE... ONE I HAVEN'T HEARD SINCE WORLD WAR TWO!

STEVE... WHAT WAS THAT ALL ABOUT?

BERNIE... SOMETHING'S COME UP. I HAVE TO GO TO ENGLAND RIGHT AWAY. IT'S... PERSONAL BUSINESS.

I DON'T KNOW HOW LONG I'LL BE GONE. I KNOW WE'D TALKED ABOUT GOING ON THAT OUTING THIS WEEKEND, BUT NOW--!

OH, THAT'S ALL RIGHT, STEVE. AN OLD BOY FRIEND OF MINE IS DUE IN TOWN THIS WEEK-END... I'LL BE FINE.

WELL, I'D BETTER LEAVE SO YOU CAN PACK! HAVE A GOOD TRIP!

SHORTLY...

IF ONLY I COULD HAVE TOLD HER... EXPLAIN HOW I'M NEEDED OVERSEAS!

BUT THE BURDEN... THE DUTY OF BEING CAPTAIN AMERICA IS SOMETHING I DARE NOT SHARE WITH HER... NOT YET.

AND, IN THE OUTER HALL...

WHY DID I LIE TO STEVE LIKE THAT? WAS IT JUST BECAUSE HE WOULDN'T CONFIDE IN ME HIS "PERSONAL BUSINESS"?

THAT BOY FRIEND STORY WAS SO CHILDISH. OH, WHAT'S THE MATTER WITH ME?

HOURS LATER, A SLEEK CONCORDE JETLINER STREAKS EASTWARD OVER THE NIGHT-DARKENED ATLANTIC, AT FASTER THAN THE SPEED OF SOUND...

I HADN'T REALIZED THE AIR-FARE WAS SO HIGH. MY TICKET JUST ABOUT EXHAUSTED THE CASH RESERVE I'D BUILT UP IN MY SAVINGS ACCOUNT.

I'D HAVE BORROWED AN AVENGERS' QUINJET, BUT THE CODED MESSAGE IN THAT CABLE SAID TO COME INCOGNITO --

-- SO IT MADE MORE SENSE FOR STEVE ROGERS TO USE A COMMERCIAL FLIGHT.

IT'S BEEN A LONG TIME SINCE I WAS IN ENGLAND. I STILL REMEMBER THAT *FIRST* VISIT -- BACK IN 1942 -- WHEN LONDON BECAME THE BASE OF OPERATIONS --

"-- FOR THE TEAM WINSTON CHURCHILL CALLED *THE INVADERS!* THE HUMAN TORCH, THE SUB-MARINER, AND I FORMED THE CORE OF THAT GROUP --

"--ALONG WITH THE TORCH'S FLAMING SIDEKICK, TORO, AND MY OWN PARTNER, BUCKY. FOR FOUR LONG YEARS, WE FOUGHT THE BIZARRE NAZI MENACES OF FORTRESS EUROPA.

"AND FOR MOST OF THOSE YEARS, WE WERE JOINED BY TWO DARING BRITISH HEROES... THE MIGHTY *UNION JACK*... AND LOVELY YOUNG JACQUELINE FALSWORTH, WHO BECAME THE FLEET-FOOTED *SPITFIRE!*"

MASTER MAN

THE BLUE BULLET

THE FACE

AGENT AXIS

ASBESTOS LADY

WARRIOR WOMAN

THE SCARLET SCARAB

AND, IN THE END, OUR EFFORTS HELPED BRING ABOUT THE DOWN-FALL OF THE MADMAN HITLER AND HIS TWISTED THIRD REICH.

SIR, COULD YOU PLEASE FASTEN YOUR SEATBELT? WE'LL BE LANDING SOON.

SIR?

EH? OH... CERTAINLY. PARDON ME. I GUESS I WAS ... DAYDREAMING.

SOMETIMES... IT ALL ***SEEMS*** LIKE A DREAM.

BEA

SHORTLY, AT LONDON'S HEATHROW AIRPORT...

NOW FOR THE HARD PART... GETTING THROUGH CUSTOMS.

I'D RATHER NOT HAVE THAT INSPECTOR THROW OPEN MY SUITCASE AND LET EVERYONE SEE MY SHIELD INSIDE.

UNTIL I KNOW THE NATURE OF THE EMERGENCY THAT THE CABLE HAD HINTED AT, IT WOULD BE BEST IF CAPTAIN AMERICA KEPT A LOW PROFILE.

NEXT.

I'M IN A BIT OF A HURRY.

SURE, MATE-- EVERYBODY IS! LET'S SEE YOUR PASSPORT!

NOW... DO YOU HAVE ANYTHING TO...

AVENGERS PRIORITY CLEARANCE

...DECLARE?

UH... RIGHT YOU ARE, SIR! EVERYTHING'S IN ORDER-- HAVE A GOOD STAY, SIR!

NEXT! LET'S KEEP IT MOVING!

ONE LONG CAB RIDE LATER...

TAXI

FALSWORTH MANOR... IT HASN'T CHANGED A BIT IN ALL THESE YEARS. I STILL RECALL THE EARLY STRATEGY SESSIONS THE INVADERS HELD HERE, WHEN THIS WAS OUR TEMPORARY HEADQUARTERS.

I WONDER WHAT SORT OF EMERGENCY COULD HAVE ARISEN THAT THE FALSWORTHS COULDN'T HANDLE THEMSELVES?

WELL, WHATEVER IT IS, I'LL SOON FIND OUT.

PARDON ME, MA'AM, BUT IS THE LORD OF THE MANOR ABOUT?

HE IS, BUT I DOUBT THAT--! STEVE? *STEVE ROGERS?!*

JACQUELINE?

GOOD HEAVENS, IT *IS* YOU! YOU'VE COME BACK TO US AT LAST!

JACKIE, YOU LITTLE SPITFIRE! IT'S BEEN A LONG TIME!

TOO LONG! HERE, LET ME LOOK AT YOU!

OH, IT'S LIKE A MIRACLE. YOU HAVEN'T AGED A DAY SINCE THE WAR.

JUST THE RESULT OF AN UNPLANNED ACCIDENT, MILADY. I SPENT A FEW DECADES ON ICE... LITERALLY.

THE SCIENCE BOYS CALLED IT *SUSPENDED ANIMATION.*

YES, I KNOW... I READ ALL ABOUT IT IN THE *TIMES.*

JACKIE? IS SOMETHING WRONG?

NO, NO, IT'S JUST THAT... I'M A MESS. LET ME CLEAN UP AND THEN WE'LL TALK.

I WAS YOUNGER THAN HE WAS, AND NOW I'M OLDER... SO MUCH OLDER.

SOON, IN THE MANSION'S SOLARIUM...

ANYWAY, AFTER I CAME OFF THE ICE, MY MEMORY WAS A BIT ADDLED FOR A WHILE. THERE WERE BLANK SPACES IN MY PAST WHICH I COULDN'T ACCOUNT FOR.

WHY, IN MY FIRST OUTING WITH THE AVENGERS, I DIDN'T EVEN RECOGNIZE THE SUB-MARINER*! IT WAS JUST RECENTLY THAT MY FULL MEMORY RETURNED.**

THAT'S WHY I NEVER WROTE OR CALLED.

NO NEED TO APOLOGIZE, STEVE, I QUITE UNDERSTAND.

THINGS HERE HAVE, OF COURSE, CHANGED OVER THE YEARS.

*AVENGERS #4
**CAP #247--
JIM.

MY POWERS AS SPITFIRE GRADUALLY FADED WITH TIME, AND MY BROTHER BRIAN--THE SECOND UNION JACK--DIED IN AN AUTO ACCIDENT IN 1953.

I MARRIED LORD CRICHTON IN '56... I WAS WIDOWED JUST THREE YEARS AGO.

I'M... SORRY, I...

MY PERIOD OF MOURNING HAS PASSED, STEVE. BESIDES, I *DO* HAVE A FINE YOUNG SON, KENNETH, WHO'S AWAY AT SCHOOL. I MOVED BACK HERE A YEAR AGO TO LOOK AFTER FATHER.

OH, BUT YOU HAVEN'T TOLD ME WHAT BRINGS YOU HERE!

WHY... I CAME IN ANSWER TO YOUR CABLE FOR HELP!

CABLE? I SENT NO CABLE!

NO. I SENT THE CABLE!

LORD FALSWORTH!

I KNEW YOU'D COME, STEVEN! I ALWAYS COULD COUNT ON YOU!

GOOD TO SEE YOU, SIR! I HADN'T EXPECTED... THAT IS...

SURPRISED TO SEE ME AMONG THE LIVING? HAH! WE FALSWORTHS ARE A HEARTY BREED!

BUT THERE IS BUSINESS AT HAND--DEADLY BUSINESS! THERE'VE BEEN A SERIES OF MURDERS IN THIS AREA RECENTLY. THE POLICE ARE CALLING THE MURDERER THE SLASHER... BUT I BELIEVE THAT HE'S OUR OLD WARTIME FOE... *BARON BLOOD!*

FATHER, THAT'S RIDICULOUS! BARON BLOOD IS DEAD!

NO, HE IS *UNDEAD*, JACQUELINE... A VAMPIRE, AS WELL YOU SHOULD RECALL! AND EACH OF THE SO-CALLED SLASHER'S VICTIMS HAVE BEEN DRAINED OF THEIR BLOOD!

I TOLD YOU BEFORE, THE CONSTABLE THINKS THE SLASHER IS SOME LUNATIC--ONE WHO PERHAPS THINKS HE'S A VAMPIRE!

AT ANY RATE, HE'S *NOT* BARON BLOOD! I HAD SCOTLAND YARD CHECK, AND BLOOD'S REMAINS ARE STILL ENTOMBED IN THE TOWER OF LONDON, WHERE THEY'VE BEEN SINCE THE WAR!

POPPYCOCK! BLOOD IS A MASTER OF TRICKERY! HE'S FOOLED THEM SOMEHOW, I CAN FEEL IT IN MY BONES!

I TRIED TO CONVINCE THE CROWN TO PERMANENTLY PUT AN END TO BARON BLOOD YEARS AGO--BUT, NO, THEY WOULDN'T LISTEN!

THERE'S ONLY ONE WAY TO TOTALLY DESTROY A VAMPIRE ... DECAPITATION! AND THEN THE HEAD AND BODY MUST BE BURNT SEPARATELY!

I UNDERSTAND, SIR. I'LL CHECK THINGS OUT FOR YOU!

OH, VERY WELL, HOTCHKINS! STEVEN, I'M AN OLD MAN, BUT YOU--!

PLEASE, SIR... IT'S TIME FOR YOUR MEDICINE!

BLESS, YOU, SON!

I'M SORRY, STEVE. I'M AFRAID THAT FATHER HAS BECOME A BIT SENILE.

DON'T SAY THAT, JACKIE -- DON'T EVER SAY THAT! HE MAY BE OLD AND ENFEEBLED--

--BUT I SAW THE LOOK IN THOSE EYES. HIS MIND IS STILL AS SHARP AND CLEAR AS THE DAYS WHEN HE WAS *UNION JACK!*

AND IF HE THINKS BARON BLOOD IS BEHIND THESE MURDERS, THEN CAPTAIN AMERICA IS GOING TO INVESTIGATE! I OWE HIM THAT MUCH!

A SHORT TIME LATER, IN THE OFFICES OF THE VILLAGE DOCTOR...

YOU'LL BE FINE, JENNY. JUST KEEP TAKING THAT IRON SUPPLEMENT, AND YOU'LL BE BRIGHT AND FULL OF ENERGY IN NO TIME!

Y-YES, DOCTOR.

BEGGIN' YOUR PARDON, DOCTOR CROMWELL, BUT THERE'S A GENTLEMAN HERE WHO'D LIKE TO ASK YOU A FEW QUESTIONS!

CAPTAIN AMERICA! I SAY, THIS IS AN HONOR, SIR! I SAW YOU IN ACTION DURING THE WAR, I DID!

I'M SORRY I CAN'T SAY I RECOGNIZE YOU, DOCTOR... BUT I HAD A FEELING WE'D MET BEFORE.

I UNDERSTAND THAT YOU'VE INSPECTED THE BODIES OF THE SLASHER'S VICTIMS!

YES, I DOUBLE AS THE LOCAL CORONER. THIS SLASHER BUSINESS IS A DIRTY ONE... MURDER AND MUTILATION... OBVIOUSLY THE WORK OF A SICK MIND.

OBVIOUSLY. BUT, ISN'T THERE A POSSIBILITY THAT IT COULD ALSO BE THE WORK OF A VAMPIRE?

WHAT?!

HOW... HOW *DARE* YOU MENTION SUCH SUPERSTITIOUS CLAP-TRAP IN MY PRESENCE?!

GET OUT! OUT OF MY OFFICES! I DON'T CARE WHO YOU ARE -- I'LL NOT HAVE SUCH LUNACY PROPOUNDED HERE!

BUT, I...

OUT!!

SORRY ABOUT THAT, CAPTAIN. I SHOULD'VE WARNED YOU THAT THE DOCTOR IS SENSITIVE ON THE SUBJECT OF VAMPIRES.

YOU PROBABLY NOTICED THEM SCARS ON 'IS FACE. WELL, HE GOT 'EM A FEW YEARS BACK, WHEN HE WAS BRAND NEW TO THE VILLAGE.

THERE WAS A VAMPIRE SCARE IN THESE PARTS BACK THEN. SOME CLAIMED THAT DRACULA 'IMSELF WAS IN THE LAND.

WELL, SIR, SOME OF THE LOCALS THOUGHT THEY'D TRAPPED A VAMPIRE IN THE DOCTOR'S COTTAGE, SO THEY TORCHED THE PLACE!

"DOC CROMWELL ARRIVED TO SEE HIS HOUSE GO UP IN FLAMES. THE TOWNSFOLK HADN'T KNOWN HIS DAUGHTER WAS INSIDE.

"HE RUSHED IN TO SAVE HER...BUT IT WAS TOO LATE FOR THE GIRL. HE WAS PRETTY BADLY BURNED AS WELL. HE GREW THAT BEARD TO COVER THE WORST OF THE SCARS."

I CAN UNDERSTAND THE DOCTOR'S REACTION. BUT VAMPIRES **DO** EXIST-- MY BATTLES WITH BARON BLOOD DURING THE WAR PROVED THAT TO ME...ALL TOO WELL.

IF DOCTOR CROMWELL WON'T HELP ME, I'LL JUST HAVE TO LOOK ELSEWHERE.

IN ONE FORM OR ANOTHER, THE CASTLE-LIKE STRUCTURE KNOWN AS THE TOWER OF LONDON HAS STOOD HERE ON THE BANKS OF THE THAMES FOR SOME 900 YEARS!

MUCH HISTORY IS TIED UP IN THE DARK PASSAGEWAYS OF THE TOWER... AND IT IS RUMORED THAT THE GHOST OF ANNE BOLEYN-- SECOND WIFE OF KING HENRY VIII --OFTEN WALKS THE TOWER HALLS.

*BUT IT'S NO GHOST WHO ROAMS THESE CORRIDORS THIS AFTERNOON. NO, THIS IS A **LIVING** LEGEND.*

I APPRECIATE SCOTLAND YARD BEING SO COOPERATIVE, INSPECTOR SWEENEY.

YOU WERE SAYING THAT BARON BLOOD'S BODY HAS LAIN IN STATE HERE ALL THESE YEARS?

THAT'S CORRECT, SIR. HE WAS LORD FALSWORTH'S BROTHER, AFTER ALL, AND THE LEGAL QUESTION OF HOW TO DISPOSE OF A MEMBER OF NOBILITY--

--EVEN IF HE WAS... WELL... UNDEAD --WAS NEVER SATISFACTORILY DECIDED.

STILL AND ALL, WE'VE TAKEN EVERY POSSIBLE PRECAUTION. BLOOD'S TOMB HERE IS FESTOONED WITH GARLIC... RELIGIOUS ICONS... ALL THINGS ABHORRENT TO VAMPIRES!

UNLOCK THE VAULT, REG!

YES SIR, INSPECTOR.

THERE, CAPTAIN... BLOOD'S BIER... SEALED AND UNTOUCHED ALL THESE DECADES.

SO IT APPEARS. BUT THERE'S ONLY ONE WAY TO BE SURE.

RIGHT YOU ARE.

WITH CAREFUL, DELIBERATE MOVEMENTS, INSPECTOR SWEENEY LOOSENS A SERIES OF CLAMPS THAT HOLD ON THE HEAVY IRON LID. AND THEN...

THERE HE IS, CAPTAIN. NOT A PRETTY SIGHT, I'LL GRANT YOU-- BUT AS YOU CAN SEE, THERE'S NO WAY BARON BLOOD COULD BE THE SLASHER!

EH?

YOU'RE WRONG, INSPECTOR -- DEAD WRONG!

GOOD LORD, MAN, HAVE YOU TAKEN LEAVE OF YOUR SENSES? PUT THAT STAKE BACK OR THE VAMPIRE WILL REVIVE!

WE'VE NOTHING TO FEAR FROM *THIS* BODY, INSPECTOR!

THIS ISN'T A VAMPIRE! THIS ISN'T EVEN THE SKELETON OF A MAN!

SOON, IN THE CORONER'S LAB AT NEW SCOTLAND YARD...

'E'S RIGHT, INSPECTOR. THAT'S THE BODY OF A TWENTY-YEAR-OLD WOMAN... BEEN DEAD ABOUT TWELVE YEARS, I'D SAY. NO TELLIN' HOW LONG SHE'S BEEN IN THE TOWER!

INCREDIBLE!

I KNEW THAT BODY DIDN'T LOOK RIGHT! I'VE SEEN MANY--TOO MANY --IN COMBAT.

BUT THIS MEANS THAT BARON BLOOD MAY HAVE BEEN LOOSE FOR A DECADE OR MORE! IT DOESN'T MEAN THAT HE'S THE SLASHER... BUT HE'S A VERY GOOD SUSPECT!

YEAH. LOOKS LIKE I OWE YOU AND LORD FALSWORTH AN APOLOGY, CAP. I DON'T KNOW HOW THIS COULD'VE HAPPENED, BUT I PROMISE YOU WE'LL LAUNCH AN IMMEDIATE INVESTIGATION.

GOOD. YOU CAN COUNT ON ME FOR ASSISTANCE, INSPECTOR. IF YOU NEED ME, I'LL BE STAYING AT FALSWORTH MANOR.

AND SO, AS NIGHT FALLS...

IF BARON BLOOD *IS* THIS SLASHER CHARACTER, THEN I'M SURE HE'LL STRIKE BEFORE TOO LONG.

OF COURSE, BLOOD COULD HAVE LEFT FOR SOME REMOTE CORNER OF THE WORLD... BUT I DOUBT THAT VERY MUCH. HE'S TOO TIED TO THIS AREA!

ENTERING THE MANSION, CAP FINDS JACQUELINE FALSWORTH-CRICHTON IN THE MIDST OF A FAMILY DISAGREEMENT.

IF YOU WERE GOING TO BRING YOUR... YOUR FRIEND HOME FOR THE HOLIDAYS, YOU MIGHT HAVE AT LEAST GIVEN ME SOME WARNING.

UH... PARDON ME. I HOPE I'M NOT INTERRUPTING ANYTHING.

DON'T HAND ME THAT, MOTHER-- IT'S NOT THE LACK OF WARNING THAT ANNOYS YOU! YOU JUST DON'T LIKE ME PALLING AROUND WITH JOEY! YOU THINK HE'S TOO LOW CLASS!

WELL, IF YOU WISH ME TO BE BLUNT--!

WE'LL DISCUSS THIS LATER, KENNETH. YOUR ART SCHOOL CHUM CAN STAY... FOR THE TIME BEING.

MY PLEASURE, SIR. MUM'S ALWAYS SPOKEN VERY HIGHLY OF YOU.

KEN...

DO COME IN, CAP! I WANT YOU TO MEET MY SON-- KENNETH CRICHTON.

YUH, AN' I'M JOEY CHAPMAN! KEN AN' ME ARE BEST MATES AT THE ART SCHOOL, Y'KNOW.

COR, I NEVER THOUGHT I'D BE SHAKIN' HANDS WITH CAP'N AMERICA. ME UNCLE USTA TELL ME YARNS 'BOUT YOU! YOU'RE IN RIGHT GOOD SHAPE FOR AN OLD SOD!

PLEASED TO MEET YOU, JOEY. YOU SEEM TO BE IN FAIRLY GOOD SHAPE YOURSELF, THAT'S... SOME GRIP YOU HAVE!

YUH, KEN AN' ME ARE BOTH ON A WRESTLIN' TEAM. CARE TO GO A FEW ROUNDS?

I HOPE YOU BOYS CAN DELAY YOUR MATCH UNTIL I HAVE A CHANCE TO SPEAK WITH THE CAPTAIN.

WELL, CAP... WHAT DID YOU LEARN?

NOTHING FOR CERTAIN ABOUT THE IDENTITY OF THE SLASHER, LORD FALSWORTH... BUT YOU *WERE* RIGHT--

--BARON BLOOD IS ON THE LOOSE!

I KNEW IT! *I KNEW IT!* HE *HAS* TO BE THE SLASHER! NO ONE WILL BE SAFE FROM MY ACCURSED DEMON-BROTHER UNTIL HE IS FINALLY ELIMINATED, FOR ALL TIME!

FATHER, PLEASE! REMEMBER YOUR HEART!

CAP, ARE YOU CERTAIN--?

VERY CERTAIN, JACKIE.

NOW, IF YOU'LL EXCUSE US, I THINK I SHOULD CONFER WITH HIS LORDSHIP FOR A WHILE ... IN PRIVATE.

NOT MEANIN' TO BE DISRESPECTFUL, KENNY -- BUT IS YOUR GRANDPOP ALL THERE? HE DON'T SOUND LIKE IT!

I DON'T KNOW, JOEY. BUT IT HURTS TO SEE HIM LIKE THIS.

SHORTLY, IN THE LIBRARY...

THEY ALL THINK I'M MAD.

I KNOW, SIR.

STEVEN, BARON BLOOD ROBBED ME OF THE USE OF MY LEGS -- AND TIME HAS SAPPED MY STRENGTH AND MY HEALTH. SOMETIMES I FEEL LIKE MY MIND IS ALL THAT'S LEFT ME.

TELL ME... HONESTLY... AM I LOSING THAT, TOO?

NO, LORD FALSWORTH -- YOU'RE AS SANE AS ANY MAN. WE CAN'T BE SURE THAT BARON BLOOD IS THE SLASHER, BUT I AGREE THAT HE PROBABLY IS. THESE VILLAGE MURDERS MAY BE SOME SORT OF MAD WARNING.

WHATEVER THE CASE, I'M WILLING TO STAY HERE UNTIL WE GET TO THE BOTTOM OF THIS. AND I PROMISE YOU --

-- WE *WILL* FIND BARON BLOOD. AND WE WILL *STOP* HIM.

WHEN I HEAR YOU TALK LIKE THAT, CAP, IT TAKES ME BACK TO THE WAR.

THOSE WERE HORRIBLE DAYS, TO BE SURE... DARK DAYS. BUT SOMEHOW, THE WORLD SEEMED MORE INNOCENT THEN... MORE HOPEFUL.

THANK YOU FOR COMING IN ANSWER TO MY CABLE, STEVE... THANK YOU.

BY THE TIME THE MOON IS FULL IN THE SKIES, FALSWORTH MANOR HAS GROWN DARK...

...A GREAT STONY FORTRESS AMID THE ROLLING BRITISH COUNTRYSIDE.

BUT ALONG ONE CORNICE OF THE STRUCTURE SKULKS A TWISTED, GARGOYLE-LIKE FORM...

...A FIGURE NOT OF STONE AND MORTAR, BUT OF UNLIVING FLESH AND BONE!

THIS IS BARON BLOOD!

THE MANOR HAS GROWN SILENT! NOW SHALL I STRIKE!

CREEPING OVER THE STONEWORK OF THE MANSE, THE VAMPIRE SKITTERS DOWN THE SIDE OF THE BUILDING, HEAD FIRST-- LIKE SOME HUGE, HIDEOUS SPIDER --

--UNTIL HE COMES TO AN OPENED WINDOW!

THEN, HE PAUSES, AN AWFUL, BARELY AUDIBLE LAUGH RASPING DEEP IN HIS THROAT.

JUST AS I THOUGHT! CAPTAIN AMERICA HAS BEEN GIVEN THE SAME GUEST ROOM HE USED DURING WORLD WAR TWO!

THE FALSWORTHS AND THEIR PENCHANT FOR SENTIMENTALITY HAVE DOOMED THE YANKEE!

SLOWLY--

--THE GROTESQUE FIGURE SLIDES INTO THE ROOM, INCHING EVER CLOSER TO HIS INTENDED TARGET...

ONE SWIFT SNAP OF THE NECK, AND CAPTAIN AMERICA WILL NO LONGER BE A PROBLEM FOR ANYONE!

I'M NOT GOING TO BE THAT EASY A VICTIM, BLOOD!

WHUUUNGH!

YOUR HATRED FOR YOUR FORMER FAMILY ALWAYS WAS YOUR WEAK SPOT, BLOOD! ONCE I LEARNED THAT YOU WERE FREE--

--I KNEW THAT YOU'D HAVE TO COME BACK HERE SOONER OR LATER. AND I HOPED THAT YOU'D FIND ME MORE OF A CHALLENGING TARGET THAN YOUR AGED BROTHER OR JACKIE.

LOOKS LIKE I WAS RIGHT.

BARON BLOOD'S ONLY ANSWER IS A LOW, FERAL SNARL AND A SWIFT SUDDEN--

--DEVASTATING BLOW!

KERESH

I WAS CARELESS! I HAVE TO KEEP REMINDING MYSELF THAT BLOOD'S STRENGTH IS SUPER-NATURAL IN NATURE-- THAT HE'S SO MUCH STRONGER THAN HE LOOKS!

YOU HAVE SEALED YOUR FATE, CAPTAIN! I HAD PLANNED TO MERELY END YOUR MISERABLE LIFE... BUT NOW, YOU SHALL JOIN ME IN UNDEATH!

I DOUBT THAT.

I'VE PREPARED FOR YOU, BARON! THIS LOOP OF GARLIC SHOULD BE ENOUGH TO SLOW DOWN THE MIGHTIEST VAMPIRE!

AARRGH!

CURSE YOU! CURSE THIS DRATTED HERB-- ITS TOUCH IS AS REPUGNANT TO ME AS ITS SCENT!

YOU'VE GOT A LOT OF GALL, TALKING ABOUT REPUGNANCE, BLOOD! WHAT ABOUT THOSE SLASHER MURDERS... THOSE THREE INNOCENT WOMEN? DON'T YOU HAVE ANY CONSCIENCE AT ALL?

CONSCIENCE IS FOR LESSER BEINGS!

EH? HE'S GONE ... TURNED INTO MIST!

OF COURSE, FOOL! IS THAT NOT WITHIN THE POWER OF THE UNDEAD?!

KRAK

I DON'T CARE WHAT YOU TURN YOURSELF INTO, BLOOD-- I'LL STILL FIND A WAY TO STOP YOU!

YOU'RE A BOLD MAN, CAPTAIN-- BUT YOU ARE ONLY A MAN... WHEREAS I AM A SCION OF DRACULA, THE LORD OF VAMPIRES! MINE IS THE POWER--

"-- TO CONTROL THE FOG, THE WOLF, AND THE VERMIN OF THE EARTH! EVEN NOW, MY ARMY OF THE NIGHT IS SURROUNDING FALSWORTH MANOR!

"THE LONGER WE BATTLE, THE CLOSER THEY CREEP TOWARDS MY DEAR, DAMNED BROTHER AND HIS FAMILY!"

INDEED, AT THAT MOMENT, IN ANOTHER WING OF THE MANOR...

MOTHER! WHAT ON EARTH IS THAT BLOODY RACKET?

I... I DON'T KNOW, BUT IT SEEMS TO BE COMING FROM THE DIRECTION OF YOUR GRAND-FATHER'S ROOM!

BUT BETWEEN JACQUELINE AND THE AWFUL NOISE, A MORE SILENT STRUGGLE RAGES BETWEEN TWO OLD FOES...

YOU CANNOT LONG RESIST THE FULL STRENGTH OF THE VAMPIRE!

HE'S RIGHT. YET, FOR ALL OF BLOOD'S POWER, HE CAN STILL BE TAKEN BY SURPRISE!

AND WITH MY KNOWLEDGE OF LEVERAGE, I CAN USE HIS STRENGTH AGAINST HIM!

WITH A SPLIT-SECOND TIMING THAT DEFIES BELIEF, CAP SUDDENLY SHIFTS HIS WEIGHT, PROPELLING BARON BLOOD OVER HIM AND INTO THE NEXT ROOM!

WHAT? BARON BLOOD... HERE?

LEAPING TO HIS FEET, BARON BLOOD IGNORES THE FEEBLE GASP OF HIS MORTAL BROTHER, TURNING INSTEAD TOWARDS CAPTAIN AMERICA... HIS EYES ABLAZE IN THE SEMI-DARKNESS!

I TIRE OF THIS BATTLE, CAPTAIN!

THERE IS NO NEED FOR ME TO WASTE MY TIME IN USELESS COMBAT, WHEN MY HYPNOTIC POWERS CAN HALT YOU IN YOUR TRACKS!

YES, THIS IS MUCH BETTER! YOU SHALL JUST STAND HERE, ENTHRALLED AND HELPLESS... *AND THEN YOU SHALL DIE!*

AND, THREE DAYS HENCE, YOU SHALL ARISE -- TO YOUR ETERNAL DAMNATION -- *AS A VAMPIRE!*

NEXT ISSUE:
THE FATEFUL CONCLUSION... **BLOOD ON THE MOORS!**

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...TO BATTLE BARON BLOOD!

BYRNE × RUBINSTEIN

1940! As the world teetered on the brink of global war, frail ***Steve Rogers*** entered a secret laboratory and was transformed into the American ***super-soldier!*** For four thrilling years, he battled the Axis powers — until a freak stroke of fate threw him into ***suspended animation.*** When he awoke, he was a man decades out of his time! Since that fateful day, Steve Rogers has sought his destiny in this brave new world!

Stan Lee PRESENTS: CAPTAIN AMERICA!®

BLOOD ON THE MOORS

CAPTAIN AMERICA STANDS STOCK STILL, ENTRANCED BY THE IRRESISTIBLE MESMERIZING POWER OF BARON BLOOD--

--WHO CRAWLS OVER HIS VICTIM, READY TO SINK FANGS INTO THE HERO-- AND TURN THE LIVING LEGEND INTO AN UNDEAD MONSTER!

AT THE DOOR OF THE CHAMBER, LADY JACQUELINE FALSWORTH-CRICHTON AND HER SON, KENNETH, STAND TRANS-FIXED BY THE HORRI-FYING TABLEAU...

...WHILE OLD, ENFEEBLED LORD FALSWORTH-- WHO WAS ONCE THE BRITISH HERO KNOWN AS UNION JACK-- STRUGGLES TO SIT UP IN HIS BED, UNABLE TO SAVE HIS OLD FRIEND!

ROGER STERN & JOHN BYRNE — WRITER / CO-PLOTTERS / PENCILER
JOSEF RUBINSTEIN — INKER
JOE ROSEN, LETTERER
JIM SALICRUP, EDITOR
BOB SHAREN, COLORIST
JIM SHOOTER, PEER
SPECIAL THANKS TO COLIN CAMPBELL FOR HIS KIND ASSISTANCE!

BARON BLOOD EAGERLY CLOSES IN ON CAP'S THROAT, HIS FETID BREATH ASSAULTING THE HERO'S NOSTRILS AS CAP DESPERATELY TRIES TO BREAK FREE OF THE VAMPIRE'S CONTROL.

A MILLION QUESTIONS RACE THROUGH THE AVENGER'S MIND... HOW DID HE COME TO THIS PREDICAMENT? WHAT IS HE DOING HERE, IN ENGLAND?

AS IF WADING THROUGH A THICK FOG, THE ANSWERS COME TO MIND...

IT HAD ALL BEGUN A MERE 24 HOURS AGO, WITH THE DISCOVERY OF A MURDER VICTIM... A YOUNG WOMAN, DRAINED OF BLOOD. SHE HAD NOT BEEN THE FIRST TO DIE IN SUCH A MANNER.

LEARNING OF THE MURDER, LORD FALSWORTH SENT A SPECIAL CODED MESSAGE-- REQUESTING ASSISTANCE-- TO CAPTAIN AMERICA, IN CARE OF AVENGERS MANSION.

AND THOUGH THE MESSAGE WAS RELAYED BY PHONE TO CAP'S ALTER EGO, STEVE ROGERS, AT AN INOPPORTUNE MOMENT--

--CAP IMMEDIATELY LEFT FOR ENGLAND. THERE HE FOUND THAT THE OLD LORD BELIEVED THE MURDERER TO BE THEIR WARTIME FOE, BARON BLOOD.

FALSWORTH'S FAMILY, HOWEVER, THOUGHT THE OLD MAN TO BE SENILE, NO ONE BELIEVED HIM... LEAST OF ALL KEN'S SCHOOL CHUM, JOEY CHAPMAN!

BUT, AS NIGHT FELL, BARON BLOOD DID INDEED STRIKE... AT FALSWORTH MANOR ITSELF!

STEALTHILY, THE VAMPIRE ENTERED CAP'S ROOM AND PREPARED TO END THE AVENGER'S LIFE WITH A QUICK TWIST OF THE NECK.

BUT CAP WAS PREPARED FOR SUCH AN ATTACK, AND IMMEDIATELY LAUNCHED AN ALL-OUT OFFENSIVE AGAINST THE VAMPIRE...

...UNTIL THE BARON MANAGED TO ENTHRALL HIS ENEMY.

AND NOW, THE VAMPIRE'S FANGS ARE BUT INCHES AWAY FROM CAPTAIN AMERICA'S JUGULAR VEIN!

NOTHING CAN SAVE HIM NOW!

EH?

KRUNK

NOTHING, THAT IS, EXCEPT THE THIN LAYER OF CHAIN MAIL WHICH COVERS HIS NECK!

PAIN... CLEARING MY HEAD! THANK HEAVEN FOR SMALL FAVORS!

:MMUMPH!:

BLAST YOU AND YOUR ACCURSED PROTECTIVE UNIFORM! IF I CAN'T BITE YOUR NECK, AT LEAST I CAN STILL BREAK IT!

THREATS ARE ONE THING, BARON--RESULTS ARE SOMETHING ELSE!

CAP, WATCH OUT!

NO NEED TO WORRY, KEN! IT DOESN'T MATTER HOW STRONG, HOW POWERFUL AN OPPONENT IS...

...EVEN THE MIGHTIEST BEINGS CAN BE DEFEATED WITH THE PROPER APPLICATION OF LEVERAGE!

KRAK

YOU'LL NOT MAKE MOCK OF ME WITH YOUR ACROBATIC TRICKS, CAPTAIN! SOONER OR LATER, I'LL GET YOU!

IT'S JUST A MATTER OF TIME!

YOU CAN THINK AGAIN, YOU BLOODY MONSTER! YOU'LL NOT HARM ANYONE IN THIS HOUSEHOLD!

NO, KEN--LET *ME* HANDLE BARON BLOOD! YOU HAVE NO IDEA HOW DEADLY HE CAN BE!

I CAN BE PRETTY DANGEROUS MYSELF, CAP! I... EH?

INSOLENT WHELP! YOU CANNOT HOPE TO STRIKE ONE WHO HAS THE SPEED OF A VAMPIRE TRUE! BAH-- YOU ARE BARELY WORTHY OF MY ATTENTION!

URRKK!

AND YET, THE BLOOD OF THE FALSWORTHS FLOWS IN YOUR VEINS! AND ALL FALSWORTH BLOOD MUST BE SPILLED BEFORE I AM THROUGH!

KENNETH! NO!!!

LET THE BOY GO, BLOOD! IT'S ME THAT YOU REALLY WANT... AND YOU KNOW IT!

BUT OF COURSE, DEAR BROTHER! STILL, ALL WHO HAVE OPPOSED BARON BLOOD MUST DIE EVENTUALLY--

--AND I HAVE SWORN THAT THOSE DEATHS SHALL COME AT MY HANDS!

EASY, KEN! GO LIMP-- I'LL CATCH YOU!

I'M PUTTING MYSELF IN A VULNERABLE PO- SITION HERE, AND BLOOD KNOWS IT-- BUT JACKIE'S SON ISN'T GOING TO BE INJURED IF I CAN HELP IT! BESIDES--

"--IN JUST A FEW MOMENTS, BARON BLOOD IS THE ONE WHO'LL BE IN THE VULNERABLE POSITION!"

NO! NOT NOW-- NOT SO SOON!!

THE ACCURSED SUN IS RISING... THAT BURNING ORB'S RAYS ARE ANATHEMA TO SUCH AS ME!

I CAN RESIST THE SUN'S RAYS FOR A TIME IN THIS FORM, BUT MY POWERS ARE GREATLY WEAKENED. I MUST FLEE WHILE THERE IS STILL TIME!

CAP! YOU MUST STOP HIM... HE MUSTN'T ESCAPE!

DON'T WORRY, LORD FALSWORTH, HE'S NOT GETTING AWAY THAT EASILY!

THERE ARE AT LEAST THREE MURDERS YOU HAVE TO ANSWER FOR, BARON-- NOT TO MENTION YOUR WAR CRIMES!

I'LL ANSWER FOR NOTHING, YANKEE FOOL!

GATHERING ALL HIS STRENGTH, CAP MAKES A GREAT LEAP AFTER THE FLEEING VAMPIRE...

...BUT THE CREATURE HE GRABS FOR NO LONGER POSSESSES THE SIZE OR FORM OF A MAN!

WITH A FLAPPING OF LEATHERN WINGS, THE BAT ELUDES CAP'S GRASP--

--AND THE STAR-SPANGLED AVENGER PLUMMETS FROM THE UPPER STORY WINDOW!

WITH A SKILL THAT WOULD ASTOUND A CHAMPION GYMNAST, CAP SUDDENLY TWISTS ABOUT IN MIDAIR-- SNAGGING HOLD OF AN OUTSTRETCHED TREE LIMB, SWINGING HIM-SELF AROUND--

--AND LANDING SAFELY ON THE GROUND. YET, EVEN AS HE LANDS, HIS THOUGHTS ARE NOT OF HIMSELF OR HIS NARROW ESCAPE--

--BUT OF HIS FOE'S SURPRISING GETAWAY!

INCREDIBLE! BARON BLOOD HAS THE FULL POWERS OF A VAMPIRE! I'D ASSUMED THAT THE TREATMENTS THE NAZI SURGEONS GAVE HIM DURING THE WAR*-- TO HELP HIM RESIST SUNLIGHT-- HAD CANCELED OUT ANY SHAPE-CHANGING ABILITIES!

IT APPEARS THAT I WAS WRONG. WELL, THAT'S ONE MISTAKE I WON'T MAKE AGAIN.

OUR NEXT ENCOUNTER WILL BE OUR LAST, BARON... ONE WAY OR ANOTHER!

*SEE INVADERS #9 --JIM.

CAP, ARE YOU ALL RIGHT? WHAT HAPPENED TO BARON BLOOD?

I'M FINE, KEN... JUST ANNOYED. AS FOR THE BARON, HE'S FLOWN OFF OUT OF SIGHT-- THOUGH PROBABLY NOT VERY FAR, IF I KNOW HIM.

BLOOD IS A CLEVER BEAST. I'M SURE YOUR MOTHER'S TOLD YOU HOW HE INFILTRATED FALSWORTH MANOR DURING THE WAR!

WHAT'S ALL THE BLEEDIN' RACKET ABOUT?

I WAKE UP TO HEAR PEOPLE RUNNIN' DOWN THE HALLS, YELLIN' LIKE BUSKERS... I LOOK OUT IN THE FRONT COURTYARD, AN' I SEE HUNDREDS O' RATS SCURRYIN' AWAY...

...WHAT'S GOIN'ON?!

THOSE RATS WERE SUMMONED BY BARON BLOOD,* CHAPMAN, YOU'VE HEARD OF BARON BLOOD, HAVEN'T YOU? HE WAS A SPECIAL NAZI AGENT DURING THE WAR.

HE ALSO HAPPENS TO BE A VAMPIRE! AND AFTER HE DISAPPEARED, YOU SHOWED UP! JUST WHERE HAVE YOU BEEN ANYWAY?

WHAT?! YOU'RE ACCUSIN' ME, OF BEIN' A BLEEDIN' NAZI VAMPIRE?! YOU'RE AS DAFT AS OL' LORD FALSWORTH!

*LAST ISSUE-- J.S.

BUT, DAFT OR NOT, IF YOU'RE GONNA GO POINTIN' FINGERS, YOU'D BETTER BE READY FOR A FIGHT!

I GOT THE BETTER PART O' ME EDUCATION IN THE STREETS, AND I DON'T TAKE GUFF FROM ANY-BODY...NOT EVEN FROM CAPTAIN-BLOODY-AMERICA!

I GREW UP IN THE STREETS MYSELF, JOEY-- BUT I LEARNED TO FIGHT FROM EXPERTS. AND I'VE HAD YEARS OF COMBAT EXPERIENCE.

THAT PUTS ME SEVERAL STEPS AHEAD OF ANY YOUNG ART SCHOOL TOUGH WITH A NASTY TEMPER!

WHU... *HEY!*

I DOUBT VERY MUCH THAT YOU'RE BARON BLOOD...YOU FOLD A LITTLE TOO EASILY! BUT VAMPIRES HAVE BEEN KNOWN TO USE MORTAL PAWNS!

OW! WATCH IT, YANK! YOU'LL BREAK ME ARM! I DON'T KNOW ANYTHING ABOUT ANY VAMPIRES-- HONESTLY!

LET HIM GO, CAP-- HE'S TELLING THE TRUTH!

I'VE KNOWN JOEY FOR YEARS, AND I CAN VOUCH FOR HIM! HE'S JUST A SOUND SLEEPER...THAT'S WHY HE DIDN'T SHOW UP UNTIL LATER!

ALL RIGHT, JOEY, I'LL ACCEPT KEN'S WORD THAT YOU'RE ON THE UP-AND-UP. BUT WATCH YOUR STEP!

@x!☆!@✱!!% AMERICAN!

COME ON, JACKIE -- WE'RE CALLING ON SCOTLAND YARD!

WAR HERO OR NOT, I'M STARTIN' TO GET JUST A LITTLE BLOODY TIRED OF THE RIGHTEOUS CAPTAIN AMERICA, KENNY.

YOU WOULDN'T BE SO DOWN ON THE MAN, IF YOU'D SEEN WHAT HE WENT THROUGH THIS MORNING, JOEY. BARON BLOOD MAY SOUND LIKE A BAD FAIRY TALE, BUT HE'S ALL TOO REAL.

AND, GOD HELP US, HE'S MY GREAT-UNCLE!

"YOU SEE, JUST BEFORE THE FIRST WORLD WAR, MY GREAT GRANDFATHER DIED -- AND MOTHER'S FATHER, AS ELDEST SON, BECAME THE NEW LORD FALSWORTH.

"GRANDFATHER'S YOUNGER BROTHER INHERITED BUT A SMALL ALLOTMENT, AND A GREAT DEAL OF BITTERNESS!

"AT ANY RATE, THE BROTHER SET OUT TO BETTER HIS FORTUNES ON THE CONTINENT, EVENTUALLY ARRIVING IN THE REMOTE SECTION OF ROMANIA KNOWN AS TRANSYLVANIA!

"THERE, IN A CRYPT DEEP BENEATH AN ANCIENT CASTLE, HE FOUND THE RESTING PLACE OF THE ONE HE SOUGHT -- THE FABLED LORD OF VAMPIRES, *DRACULA!*

"IN HIS MAD AMBITION, HE SOUGHT TO ATTAIN POWER THROUGH CONTROL OF THE VAMPIRE-LORD.

"BUT HE HAD NOT RECKONED WITH DRACULA'S INCREDIBLE HYPNOTIC POWERS!

"OVERCOME BY THE VAMPIRE'S STARE, HE DROPPED HIS PROTECTIVE CROSS, AND BECAME YET ANOTHER UNDEAD MINION OF DRACULA!

"AT HIS COMMAND, MY GREAT-UNCLE RETURNED TO ENGLAND, TO WREAK HAVOC ON THE HOMELAND OF DRACULA'S LONGTIME ENEMIES, THE HARKER FAMILY.

"BETWEEN THE WORLD WARS, THE BARON DROPPED OUT OF SIGHT, EVENTUALLY ALLYING HIMSELF WITH A CAUSE AS EVIL AS VAMPIRISM...

"AND, AS THE WAR BROKE OUT, HE BECAME A DEADLY AGENT IN THE SERVICE OF THE GERMAN KAISER...

"...HE BECAME *BARON BLOOD!*

"...HITLER'S THIRD REICH!

"RETURNING TO ENGLAND DURING WORLD WAR TWO, BARON BLOOD CAME BACK TO FALSWORTH MANOR IN THE GUISE OF ONE JOHN FALSWORTH, THE *SON* OF GRANDFATHER'S 'DEAR DEPARTED BROTHER.'"

HELLO, CAPTAIN... JACQUELINE! BEAUTIFUL MORNING, WOT?

"SHORTLY THEREAFTER, MOTHER NEARLY SUCCUMBED TO THE BARON'S BITE. INDEED, SHE WOULD PROBABLY HAVE BECOME AN 'UNDEAD' HERSELF, WERE IT NOT FOR THE TIMELY INTERVENTION OF THAT WARTIME SUPER-TEAM, *THE INVADERS!*

"BARON BLOOD WAS DEFEATED IN THAT BATTLE, BUT AT A TERRIBLE PRICE! GRANDFATHER'S LEGS WERE CRUSHED, LEAVING HIM A CRIPPLE FOR LIFE...

"...AND MOTHER'S LIFE WAS SAVED ONLY BY AN EMERGENCY TRANSFUSION OF BLOOD--

"--FROM THE ANDROID KNOWN AS THE *HUMAN TORCH!*

"STILL AND ALL, OUT OF THAT TRAGIC BATTLE WAS BORN A NEW SUPER-BEING. FOR THE STRANGE ARTIFICIAL BLOOD OF THE TORCH TRANSFORMED MOTHER INTO THE SUPER-FAST *SPITFIRE!*

MOTHER'S SPEED FADED WITH THE PASSAGE OF TIME, OF COURSE. AND MY UNCLE BRIAN SUCCEEDED GRANDFATHER AS THE SECOND UNION JACK.

IN FACT, BRIAN WAS STILL SEMI-ACTIVE AS UNION JACK UP UNTIL HIS DEATH IN 1953.

I THINK GRANDFATHER WOULD HAVE LIKED FOR ME TO HAVE BECOME A THIRD UNION JACK, BUT MY HEART ISN'T INTO THAT SORT OF THING. I JUST DON'T SEE MYSELF AS THE CONQUERING HERO-TYPE.

LORD, KENNY... I KNEW YOUR FAMILY HAD DONE A LOT DURING THE WAR, BUT I NEVER DREAMT THAT THEY WERE CONNECTED WITH THE INVADERS!

I GUESS... THE CAP'N WAS RIGHT TO READ ME OUT LIKE HE DID... ALL THINGS CONSIDERED.

MEANWHILE, A FEW MILES AWAY, ON THE OUTSKIRTS OF THE NEARBY VILLAGE, A DARK FORM HURRIEDLY APPROACHES AN OPEN COTTAGE WINDOW--

--AND PASSES THROUGH, ASSUMING ONCE MORE THE FORM OF A MAN.

BLAST! I'D HOPED THAT THE PASSAGE OF TIME HAD DULLED THE YANK'S BATTLE SAVVY...

...BUT, IF ANYTHING HE'S BECOME MORE FORMIDABLE THAN EVER! I SHALL HAVE TO RETHINK MY PLANS FOR REVENGE.

THAT SHALL HAVE TO WAIT, HOWEVER! FOR NOW, IT IS IMPORTANT THAT I RESUME MY PROTECTIVE DISGUISE, TO BETTER RESIST THE POWER OF THE SUN!

WITH PRACTICED MOVEMENTS, THE UNDEAD CREATURE SLIPS ON THE SPECIALLY CONSTRUCTED LIFE-MASK AND THE PADDED UNDERGARMENTS...

...AND GRADUALLY HE ASSUMES A MORE BENEVOLENT MIEN...

...SO THAT, MOMENTS LATER, WHEN HE ANSWERS A TIMID KNOCK AT HIS DOOR-- HE HAS BECOME A VERY DIFFERENT MAN.

'ULLO, DR. CROMWELL. I'M SORRY TO BOTHER YOU SO EARLY IN THE MORNING AND ALL--

--BUT I'M STILL 'AVING THEM TERRIBLE DREAMS AT NIGHT. AND I FEEL SO TIRED!

WHY, IT'S NO BOTHER AT ALL, JENNY.

AFTER ALL, IT'S THE LOT OF A DOCTOR TO HELP THE TROUBLED! COME RIGHT IN...

...YOU'RE JUST IN TIME FOR... BREAKFAST!

HOURS LATER, THE MAIN HALL OF FALSWORTH MANNER BECOMES A BEEHIVE OF ACTIVITY, AS REPRESENTATIVES OF SCOTLAND YARD ASSEMBLE TO MAP OUT STRATEGY...

RIGHT! NOW, WE MUST ASSUME THAT THE VAMPIRE IS HOLED UP SOMEWHERE IN THIS IMMEDIATE VICINITY.

I AGREE, INSPECTOR SWEENEY. AS YOU KNOW, BARON BLOOD IS AT HIS WEAKEST BY DAY, AND SINCE HE NOW SEEMS TO HAVE FULL VAMPIRIC POWERS--

--HE MAY EVEN BE FORCED TO SPEND HIS DAYS IN A COFFIN. THAT'S JUST A THEORY, OF COURSE.

WHATEVER THE CASE, A SEARCH OF THE SURROUNDING AREA IS DEFINITELY IN ORDER. IT'S URGENT THAT WE FIND BLOOD BEFORE NIGHTFALL.

I WANT TO HELP IN THE SEARCH, CAP. I KNOW THE AREA AND... WELL, I NEVER THOUGHT I'D SAY THIS, BUT DESTROYING BARON BLOOD IS KIND OF A FAMILY DUTY!

IF KENNY WANTS IN ON THIS, THEN SO DO I... IF YOU'LL HAVE ME, CAP'N.

ALL RIGHT. WE CAN USE ALL THE MANPOWER WE CAN MUSTER FOR THIS.

THEY'VE PRACTICALLY FORGOTTEN I'M HERE. BARON BLOOD IS MY BROTHER... AND MY ENEMY, BUT TIME HAS STOLEN THIS BATTLE FROM ME!

IF ONLY I COULD STAND... IF ONLY UNION JACK COULD LIVE AGAIN!

AND SO, WHILE LORD FALSWORTH SITS HELPLESSLY BY, THE SEARCH BEGINS FOR A MAN LONG UNDEAD.

A CREW OF SPECIALLY TRAINED LAW OFFICERS SCOUR THE CAVES AT THE EDGE OF THE FALSWORTH ESTATE--

--EVEN AS CAP AND THE INSPECTOR QUESTION THE TOWNSPEOPLE OF THE NEARBY VILLAGE.

AND YOU'RE SURE YOU'VE NEITHER HEARD NOR SEEN ANYTHING UNUSUAL OF LATE?

SORRY, WE CAN'T HELP YE, MR. SWEENEY. ASIDE FROM THEM STRANGE MURDERS, EVERYTHING'S BEEN QUIET AS DEATH ITSELF!

NO STONE IS LEFT UNTURNED, EVERY CEMETERY IS CHECKED FOR SIGNS OF RECENT DISINTERMENT. EVERY VICAR IS CONSULTED AND WARNED OF THE VAMPIRE'S SUSPECTED PRESENCE.

A HOUSE-TO-HOUSE SEARCH IS INSTITUTED, BUT EVERYWHERE THE RESULTS ARE THE SAME...

...BARON BLOOD IS NOWHERE TO BE FOUND!

BY LATE AFTERNOON, TWO YOUNG VOLUNTEERS-- FRUSTRATED BY THE FRUITLESS SEARCH--RETIRE TO THEIR FAVORITE PUB TO MULL THINGS OVER...

CHARABANC'S WELCOME

BULL and BUSH

SO, YOU BOYS 'AVEN'T TURNED UP A THING? I'D THINK YOU'D BE GRATEFUL...

...I KNOW I'D BE SCARED TO DEATH, IF I WERE TO COME ACROSS A REAL VAMPIRE!

I *DID* COME ACROSS HIM, JENNY--JUST LAST NIGHT! HE'S A GHASTLY ENOUGH SIGHT, TO BE SURE, BUT EVEN A VAMPIRE CAN BE DEFEATED... RIGHT, JOEY?

IF YOU SAY SO, KENNY. ME, I'M STILL GETTIN' USED TO THE IDEA THAT SUCH A CREATURE COULD EXIST!

FOOTBALL TRAINS

I SAY, JENNY... HAVE YOU BEEN UNWELL? YOU SEEM SO PALE AND JITTERY!

OH...IT'S JUST A TOUCH OF ANEMIA, KENNETH. DR. CROMWELL'S BEEN TREATING ME, BUT I CAN'T SEEM TO SHAKE IT!

WELL, LISTEN THEN... IF YOU AREN'T BETTER SOON, I'LL SEE ABOUT GETTING YOU IN TO SEE A SPECIALIST IN LONDON!

I CAN'T HAVE THE WOMAN I'M GOING TO MARRY BE ILL!

GO ON WITH YOU NOW, KENNETH! YOU KNOW THAT YOUR MOTHER WOULD NEVER STAND FOR YOU MARRYIN' A COMMONER! I'M JUST...

÷OH!÷

JENNY!

CATCH HER QUICK, KENNY!

WITHIN MOMENTS...

PUT HER ON THE COT THERE IN THE BACK ROOM, LADS. I'LL GO GET THE SMELLIN' SALTS!

PRAISE THE LORD, SHE'S COMING AROUND. BUT HER BREATHING'S SO SHALLOW! I'M TAKING THIS BLASTED CHOKER OFF OF HER!

COR', KENNY, LOOK...

...HER NECK!

MEANWHILE, SEVERAL THOUSAND MILES TO THE WEST, IN THE SECTION OF METROPOLITAN NEW YORK CITY KNOWN AS BROOKLYN HEIGHTS--

--SPECIFICALLY, IN THE APARTMENT-STUDIO CAPTAIN AMERICA MAINTAINS IN HIS IDENTITY OF STEVE ROGERS...TWO WOMEN ARE BUSILY INVOLVED IN A BIT OF CUSTODIAL MAINTENANCE.

THERE, THAT TAKES CARE OF THE VACUUMING.

IT WAS SO GOOD OF YOU TO OFFER TO HELP ME LOOK AFTER STEVE'S PLACE WHILE HE'S GONE, BERNIE!

IT'S NO TROUBLE, MRS. KAPPLEBAUM! ACTUALLY, THE PLACE IS SURPRISINGLY CLEAN, WHEN YOU CONSIDER HOW ERRATIC AND ABSENTMINDED STEVE SEEMS TO BE!

REALLY? I ALWAYS THOUGHT OF STEVE AS BEING FAIRLY LEVEL-HEADED. AND LISTEN-- YOU CALL ME "ANNA", OR I'LL START CALLING YOU "MS. ROSENTHAL!"

YOU!

ALL RIGHT, ANNA.

YOU KNOW, STEVEN'S SUCH A NICE YOUNG MAN...YOU'D MAKE A LOVELY COUPLE!

NOW WAIT A MINUTE! I *LIKE* STEVE, BUT THERE'S NOTHING BETWEEN US THAT'S AT ALL SERIOUS.

I MEAN, WHO CAN HAVE A RELATIONSHIP WITH A MAN WHO SUDDENLY DROPS EVERYTHING TO FLY TO ENGLAND, AND DOESN'T EVEN HAVE THE DECENCY TO...

BBRRING!

...CALL..?

HELLO, STEVE ROGERS' RESIDENCE! NO, I'M SORRY, HE'S NOT HERE RIGHT NOW. NO, HE'S IN ENGLAND.

NO, HE DIDN'T SAY WHERE HE COULD BE REACHED. I WAS HOPING THAT HE'D... WHAT?

NO, I'M JUST A FRIEND.

WELL, THEN...WHEN YOUR *FRIEND* STEVE GETS BACK, YOU CAN TELL HIM THAT CARMINE CALLED--CARMINE FROM THE PLUMBER AD AGENCY--AND I HAD A JOB FOR HIM.

EMPHASIZE THE "HAD!"

AFTER ALL, HE'S NOT *THAT* GOOD AN ARTIST!

OH, ANNA-- THAT WAS STEVE'S ART DIRECTOR CALLING. I'M AFRAID HE JUST LOST A BIG ASSIGNMENT!

NOW, DEAR, DON'T FRET. STEVEN CAN STRAIGHTEN EVERYTHING OUT WHEN HE RETURNS. AND REMEMBER HE IS A *FREELANCE* ARTIST!

I'M SURE THERE'LL BE PLENTY OF OTHER ASSIGNMENTS FOR A MAN SO BRIGHT AND RESOURCEFUL...

...MORE THAN ENOUGH TO SUPPORT A WIFE, AND MAYBE A FAMILY.

I WONDER IF A JUNE WEDDING WOULD BE TOO SOON?

AT THAT VERY MOMENT, ACROSS THE WIDE ATLANTIC, CAP RETURNS TO FALSWORTH MANOR ON THE RUN...

NEARLY A WHOLE DAY OF SEARCHING AND WE'VE FOUND NOTHING! I HAVE TO CALL SCOTLAND YARD FOR MORE MANPOWER!

I WANT THE ENTIRE MANOR SURROUNDED BY AN ARMED GUARD TONIGHT! OTHERWISE, BARON BLOOD IS SURE TO GET AT THE FALSWORTHS.

I WONDER IF KEN AND JOEY HAVE TURNED UP ANYTHING? THEY HAVEN'T CHECKED IN YET.

YOUR SEARCH HAS BEEN IN VAIN, HASN'T IT, STEVE? I'M NOT SURPRISED...MY BROTHER WAS DEVIOUS, EVEN BEFORE HE DIED.

EH?

LORD FALSWORTH... SIR...PARDON ME, BUT...WHAT THE DEVIL DO YOU THINK YOU'RE DOING?

ISN'T IT OBVIOUS?

UNION JACK HAS BEEN BARON BLOOD'S ARCH-FOE SINCE THE FIRST WORLD WAR. I INTEND TO BECOME UNION JACK ONCE AGAIN... IF ONLY FOR ONE NIGHT. I'M SURE MY BROTHER WILL BE UNABLE TO RESIST SUCH A TEMPTING TARGET.

I KNOW I STAND LITTLE CHANCE OF OVER-COMING HIM, BUT AT LEAST I'LL DRAW HIM OUT OF HIDING! I LEAVE IT TO YOU TO END MY MISERY, SHOULD HE SUCCEED IN MAKING A VAMPIRE OUT OF ME!

PARIS

CAIRO

ROME

SIR, THIS IS TOTALLY UNNECESSARY! I ASSURE YOU THAT WE CAN PROTECT--!

PROTECT WHOM? PROTECT ME FROM MY BROTHER WHILE OTHERS NEEDLESSLY DIE? NO... I'M AN OLD MAN WHO'S OUT-LIVED HIS USEFUL-NESS.

BUT I CAN STILL BE OF SOME HELP... AS BAIT! AND NEITHER YOU NOR ANYONE ELSE SHALL DENY ME THAT ROLE!

I...I HAVEN'T HEARD THAT KIND OF POWER IN FATHER'S VOICE SINCE BRIAN DIED. I'D ALMOST FORGOTTEN THE MAN HE ONCE WAS. PERHAPS HE'S RIGHT.

NO, WHAT AM I THINKING? HE CAN NO MORE BE UNION JACK, THAN I COULD BE SPITFIRE AGAIN. TOO MANY YEARS HAVE PASSED...FOR BOTH OF US!

FATHER! HAVE YOU TAKEN TOTAL LEAVE OF YOUR SENSES? THE VERY IDEA OF YOU MASQUERADING AS UNION JACK IS... IS LUDICROUS!

NOW, JACKIE, I...

DON'T INTERRUPT ME, STEVE! HE NEEDS TO HEAR THIS!

FATHER, YOU SIMPLY MUST START ACTING YOUR AGE! THE WAR IS OVER...LONG OVER!

BUT HERE YOU ARE, STILL TRYING TO FIGHT IT! FOR YOU TO FACE BARON BLOOD WOULD BE SUICIDAL--AND I WON'T STAND FOR IT!

NOW YOU LISTEN TO ME, JACQUELINE! THAT BLOODY VAMPIRE IS A FALSWORTH--AND THE FALSWORTHS HAVE ALWAYS TAKEN RESPONSIBILITY FOR THEIR BLACK SHEEP! EVEN KENNETH UNDERSTANDS THAT!

I'LL SEE BARON BLOOD VANQUISHED IF IT'S THE...LAST...

...THING... I DO.

LORD FALSWORTH!

FATHER!

≈UNNGGHH!≈

MY... H-HEART!

ONCE AGAIN, THE MANOR COMES ALIVE WITH FRANTIC ACTIVITY! AND, WHEN THE FAMILY DOCTOR IS FINALLY SUMMONED TO THE AGED HERO'S BEDCHAMBERS...

I'M SORRY ABOUT THE MASK, DR. CROMWELL... BUT HIS LORDSHIP INSISTED...

GIVEN THE EVENTS OF THE PAST FEW DAYS, THAT'S QUITE UNDERSTANDABLE. AT LEAST THE CLOTH IS POROUS ENOUGH THAT IT SHOULDN'T INTERFERE WITH HIS BREATHING.

I'M GLAD YOU AT LEAST GAVE HIM HIS MEDICATION. HE SEEMS TO BE RESTING WELL ENOUGH.

UUNGH.

I THINK HE'S WAKING NOW. WHY DON'T YOU AND LADY CRICHTON WAIT OUTSIDE. THIS EXAMINATION COULD TAKE AWHILE.

OF COURSE, DOCTOR. COME ON, JACKIE.

SLAM

AND NOW THAT WE HAVE SOME PRIVACY, LET US GET ON WITH OUR 'EXAMINATION'-- DEAR BROTHER!

KLIK

YES, YOU WAKING FOOL--YOUR DEVOTED DOCTOR OF THESE PAST FEW YEARS HAS BEEN BARON BLOOD!

OH, HOW I'VE LONGED FOR THIS MOMENT, WHEN YOU WOULD BE TOTALLY AT MY MERCY! I'VE BEEN TEMPTED SO MANY TIMES IN THE PAST MONTHS...

...BUT THE WAITING--THE PROLONGING OF YOUR WRETCHED, PITIFUL LIFE--HAS BEEN WORTH IT!

BUT...YOU WERE DEFEATED... YOUR REMAINS LOCKED AWAY IN THE TOWER OF LONDON... HOW--?

HOW WAS I RESURRECTED? THAT WAS A BIT OF LUCK! IN RECENT YEARS, DRACULA WAS AGAIN IN THIS LAND, BROTHER! ONE OF HIS MORTAL PAWNS LEARNED OF MY EXISTENCE, AND PULLED THE STAKE FROM MY HEART, RESTORING ME!

THAT PAWN WAS THE REAL DR. CROMWELL. HE SOON BECAME MY PAWN AS WELL...I USED HIM TO GAIN CERTAIN INFORMATION AND KNOWLEDGE. AND WHEN HIS USEFULNESS WAS OVER--

--I ENDED HIS LIFE, AND THAT OF HIS DAUGHTER, TAKING HIS PLACE AS THE KINDLY COUNTRY DOCTOR!

AS DR. CROMWELL, IT WAS SIMPLE TO SUSTAIN MYSELF WITH A FEW 'ANEMIC' PATIENTS... THOUGH I MUST ADMIT TO WEAKENING TO MY BASER COMPULSIONS OF LATE--

--AND COMMITTING THE SO-CALLED SLASHER MURDERS. BUT I WAS CAREFUL TO KILL MY VICTIMS BEFORE DRAINING THEIR BLOOD! I SHALL NOT BE SO CAREFUL WITH YOU, DEAR BROTHER...

I SHALL SLOWLY DRAIN YOUR BLOOD, AND YOU SHALL JOIN THE RANKS OF THE UNDEAD... REMAINING OLD AND FEEBLE THROUGHOUT ETERNITY!

YARRGHH!

I DON'T THINK SO, CHUM! NOT SO LONG AS THIS DIRK OF GOOD BRITISH STERLING SILVER IS BY MY SIDE!

NO! IT IS NOT POSSIBLE! YOU'RE OLD... FEEBLE!

WHUFF!

WRONG AGAIN, BARON! I'M MORE THAN STRONG ENOUGH TO HANDLE THE LIKES O' YOU!

UNTIL THE SUN GOES DOWN, YOUR STRENGTH ISN'T HALF SO SUPERNATURAL, NOW IS IT?

NOW I SEE... A THIRD MAN HAS DARED ASSUME THE ROLE OF UNION JACK! CRETINOUS FOOL, I AM STILL MIGHTY ENOUGH TO DESTROY YOU... AS EASILY AS I SHALL DRAIN THE LIFE FROM THE ORIGINAL!

HE'S LIFTIN' THAT WARD-ROBE AS THOUGH IT WAS NOTHING!

AT THE LAST POSSIBLE INSTANT, UNION JACK DUCKS BENEATH THE HURTLING OAKEN CABINET, AND...

BDAM

YOU'LL HAVE TO BE A LOT MORE ON TARGET THAN THAT TO STOP ME, BARON!

AND I'LL HAVE TO LEARN TO SHOOT BETTER, TOO! BLAST, I'M NOT USED TO THE KICK FROM THIS OLD WEBLEY!

BUT THEN...

KRESH

U.J.--I HEARD YOUR SHOT! DID YOU GET HIM?

I CAN ANSWER THAT QUESTION, CAPTAIN...HE DID NOT! NOR SHALL HE GET A SECOND CHANCE TO FIRE HIS SILVER-JACKETED BULLETS!

HEY!

I DON'T KNOW HOW YOU MANAGED TO SEE THROUGH MY DECEPTION--

--BUT I SHALL FIND OUT EASILY ENOUGH, ONCE YOU ARE AGAIN IN MY POWER!

GNAAHH!

WUDD

TELL IT TO THE CHAPLAIN, BARON!

CRIKEY, WHAT A KICK!

YOU MADE A SERIOUS MISTAKE IN YOUR 'WORK' AS DR. CROMWELL...YOU WERE FEEDING OFF THE BLOOD OF A YOUNG LADY WHOM KEN CRICHTON WAS QUITE FOND OF!

SHE SHOULD LIVE NOW...NO THANKS TO YOU!

ANYWAY, THE BOYS WERE ABLE TO GET WORD BACK TO ME JUST AFTER WE PUT THROUGH THE EMERGENCY CALL TO THE DOCTOR...WHICH GAVE US JUST ENOUGH TIME TO SET YOU UP WITH UNION JACK III!

PREPARED OR NOT... YOU'LL NEVER DEFEAT ME... NEVER!!

KRAK

WOULD YOU BE WILLIN' TO PUT A WAGER ON THAT, BARON?

U.J.--LOOK OUT! HE'S TURNING BACK ON YOU!

HAH! YOU ALLY YOURSELF WITH AMATEURS, YOU YANKEE FOOL!

I HAVE MORE THAN ENOUGH POWER TO EVADE THIS STRIPLING!

UMPH

I NEED NOT EVEN ASSUME THE FORM OF A BAT TO GET AWAY FROM YOUR INSIPID TRAP! BUT KNOW YOU THIS...

...BARON BLOOD SHALL RETURN! AND WHEN I DO, THERE SHALL BE NO MERCY SHOWN...*NONE!* ALL SHALL DIE FROM MY VAMPIRIC BITE!

YES, WHEN I RETURN, FALSWORTH MANOR WILL ECHO WITH THE CRIES OF THE NEWLY UNDEAD!

BUT, FASTER BY FAR THAN THE GLIDING BARON BLOOD IS THE WHIZZING SHIELD OF CAPTAIN AMERICA!

LIKE A THING ALIVE, IT ROCKETS ACROSS THE GREAT HALL, RICOCHETING BACK AT JUST THE ANGLE CAP CALCULATED...

...TO DRIVE THE UNDEAD MONSTER FROM THE AIR--

--BEFORE BOUNCING BACK TO ITS OWNER'S GRASP!

THAT ACCURSED SHIELD AGAIN!! WHEN I'M THROUGH WITH YOU, YOU'LL NEVER THROW IT OR ANYTHING ELSE AGAIN!

I DOUBT THAT!

LET ME PUT THE LIE TO HIM, CAP! THIS BLADE SHOULD WORK JUST AS WELL AS A WOODEN STAKE THROUGH THE HEART!

BARON BLOOD'S ONLY RESPONSE IS A BESTIAL SNARL, AND A SPRINGING BOUND WHICH ONCE AGAIN TAKES THE YOUTHFUL UNION JACK BY SURPRISE!

OH!

BLAZES, I WAS AFRAID OF THIS! UNION JACK IS TOO INEXPERIENCED AT THIS SORT OF THING! I HAVE TO DISTRACT THE VAMPIRE, OR JACK'S A DEAD MAN!

BARON! OVER HERE!

WITH ONE POWERFUL YANK, CAP RIPS LOOSE THE HEAVY CURTAINS, LETTING THE LATE AFTERNOON SUN FLOOD INTO THE CHAMBER!

NO!

NOT AGAIN! YOU'LL NOT BE SAVED BY THE SUN AGAIN!

LIKE A BAT OUT OF THE VERY DEPTHS OF HADES, BARON BLOOD LAUNCHES HIMSELF AT HIS STAR-SPANGLED TORMENTOR!

YOU HAVE MADE A MOST GRIEVOUS ERROR! THIS IS NOT THE LIGHT OF A RISING SUN... BUT THAT OF A SETTING ONE!

SOON IT SHALL BE TWILIGHT, AND UNTIL THEN I CAN ENDURE THE PAIN!

IN THAT CASE, I'LL JUST HAVE TO STOP YOU BEFORE SUNSET, BARON! AND BELIEVE ME, I WILL...I MUST!

I'VE PLEDGED MYSELF TO THE PRESERVATION OF LIFE AND LIBERTY...

...WHEREAS YOU REPRESENT NOTHING BUT DEATH AND DECAY! AND THAT MAKES YOU MY ENEMY, MISTER!

YES, WE ARE ENEMIES ...AND YOU ARE A FOOL! IN THE END, DEATH WINS...DEATH ALWAYS WINS!

GOT TO GET UP... AND HELP CAP, BUT... I'M SO GROGGY! BLOOD NEAR THROTTLED THE LIFE OUT OF ME!

CAP STRUGGLES VALIANTLY, BUT HE CAN FEEL BARON BLOOD'S STRENGTH SLOWLY GROWING, AS THE SUN SINKS IN THE WEST.

AND HE KNOWS, IT IS ONLY A MATTER OF TIME BEFORE THE MONSTER WINS!

IT IS THEN THAT HE RECALLS LORD FALSWORTH'S WORDS...

"THERE IS ONLY ONE WAY TO TOTALLY DESTROY A VAMPIRE!"

AND IN THAT MOMENT, HE KNOWS WHAT HE MUST DO!

NO... OH, NO.

THE DEED IS HORRIBLE TO COMPREHEND.

BUT HE KNOWS THAT HE HAS NO OTHER RECOURSE!

BLOODY--!

CHUK

AND THEN, THE CHAMPION CAN ONLY LOOK ON AS THE HUMAN FAÇADE OF BARON BLOOD MELTS AWAY, AND THE MONSTER IS REVEALED FOR WHAT HE TRULY WAS!

IT IS A VICTORY, TO BE SURE... BUT IT IS NOT A CLEAN VICTORY.

JOEY... IS IT--?

IT'S ALL OVER, KENNY. THANK HEAVEN ABOVE, IT'S OVER.

I'M JUST GLAD I WAS ABLE TO CONVINCE CAP TO LET *ME* PLAY UNION JACK. YOU'D HAVE NEVER SURVIVED HIS ATTACK.

YOU...ALWAYS WERE THE STRONGER OF US TWO, JOE.

YUH... RIGHT.

MOTHER, I DON'T KNOW IF YOU SHOULD SEE THIS!

I SAW THE WARSAW GHETTO AND THE NAZI DEATH CAMPS, KENNETH...I'LL HOLD UP. BUT, CAP--?

THE MAN'S ALL RIGHT. HE'S JUST HAD TO DO HIS JOB... AN' IT WASN'T A PLEASANT ONE. LEAVE 'IM ALONE FOR A MOMENT, OKAY?

HOURS LATER, OUT ON THE MOORS, THE LAST REMAINS OF THE UNDEAD BEAST WHICH HAD BEEN BARON BLOOD ARE CONSIGNED TO THE FLAMES--

--AND THE MENACE OF THE NAZI VAMPIRE IS ENDED FOR ALL TIME!

IT'S DONE, GRANDFATHER. BARON BLOOD WILL NEVER THREATEN ANYONE AGAIN!

DID YOU HEAR, FATHER? KENNETH SAID--!

I'M...AFRAID HE CAN'T HEAR YOU, JACKIE.

WHAT?! OH, CAP! HE...HE'S GONE! IT MUST HAVE BEEN HIS HEART. IT FINALLY GAVE OUT!

HE WAS A GOOD MAN, JACKIE...THE BEST! AND HE WENT TO HIS REWARD KNOWING THAT HIS BROTHER'S EVIL HAD BEEN OVERCOME AT LAST!

ONCE THERE WAS A MIGHTY EMPIRE, WHOSE LANDS REACHED AROUND THE GLOBE, AND UPON WHICH THE SUN NEVER SET. STRONG IT WAS, AND POWERFUL, AND NEVER DID IT MEET DEFEAT AT THE HANDS OF ANY OTHER NATION!

TIME PASSED, AND -- BIT BY BIT -- THE EMPIRE WAS WHITTLED AWAY, UNTIL IT WAS BUT A FRACTION OF ITS FORMER SIZE.

TODAY, THE EMPIRE IS ALL BUT GONE, AND SOME SAY THAT THE GLORY AND THE GRANDEUR OF THAT MIGHTY REALM, THAT ENGLAND, IS GONE FOREVER.

BUT THE PEOPLE OF THAT FABLED LAND LIVE ON... AND THEY ARE STILL A GOOD PEOPLE, A GREAT PEOPLE, A PEOPLE POSSESSED OF ALL THE STRENGTH, MIGHT, AND INDOMITABLE WILL WHICH FORGED THAT EMPIRE OF DAYS GONE BY.

AND AS LONG AS THAT PEOPLE ENDURES... AS LONG AS A FEW OF THOSE VALIANT HEARTS AND MINDS AND SOULS PERSIST--

--THEN SHALL THE SPIRIT OF **UNION JACK** LIVE ON!

DEDICATED TO **FRANK ROBBINS**, CREATIVE ARTIST AND STORYTELLING WIZARD... AND THE MAN WHO FIRST DREW UNION JACK...

NEXT ISSUE

WE PROUDLY CELEBRATE CAP'S 40th ANNIVERSARY WITH...

The LEGEND OF CAPTAIN AMERICA!

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STAN LEE PRESENTS

THE LIVING LEGEND

-★- CREATED BY JOE SIMON AND JACK KIRBY -★-

IN THE LATTER DAYS OF 1940, AS THE ENTIRE WORLD TEETERED ON THE BRINK OF GLOBAL WAR, THERE AROSE A MAN UNLIKE ANY OTHER--

--A MAN OF COURAGE AND STRENGTH AND PRINCIPLE...A MAN OF PEACE, CAUGHT UP IN A WAR AGAINST A MENACE WHICH THREATENED TO DESTROY FREEDOM AND QUASH LIBERTY...

...A MAN WHO PERSONIFIED TRUTH AND JUSTICE AND ALL THE HOPES OF MANKIND!

THEY CALLED HIM CAPTAIN AMERICA! THIS IS HIS STORY...

ROGER STERN WRITER	JOHN BYRNE ARTIST
JOE ROSEN LETTERER	BOB SHAREN COLORIST
JIM SALICRUP EDITOR	JIM SHOOTER EDITOR-IN-CHIEF

(SPECIAL THANKS TO JOE RUBINSTEIN, INKER OF TODAY!)

JUNE, 1941...WASHINGTON, D.C.

IN THE OVAL OFFICE OF THE WHITE HOUSE, PRESIDENT FRANKLIN DELANO ROOSEVELT HAS CANCELED ALL APPOINTMENTS, FORCING CONGRESSMEN AND V.I.P.'S ALIKE TO WAIT WHILE HE RECEIVES A VERY NONDESCRIPT VISITOR...

...A YOUNG COURIER FROM G-2, THE INTELLIGENCE ARM OF THE DEPARTMENT OF THE ARMY.

WELL, SON, LET'S GET ON WITH IT! I HAVE THE EDITOR OF *THE WASHINGTON POST* COOLING HIS HEELS OUTSIDE--AND I'M SURE I'LL HEAR ABOUT IT IN TOMORROW'S HEADLINES!

YES, SIR... I'M SORRY, SIR!

OH, THAT'S ALL RIGHT! I'VE DEVELOPED A FAIRLY THICK SKIN AS FAR AS BAD PRESS IS CONCERNED!

YES, SIR. AS PER YOUR REQUEST, THIS IS THE FULL AND COMPLETE DOSSIER ON *OPERATION: REBIRTH!*

THIS IS IT?

YOU KNOW, SON, SOMETIMES I DESPAIR. THIS WAS ONE OF THE MOST AMBITIOUS TOP-SECRET PROJECTS IN THE NATION'S HISTORY...

OPERATION: REBIRTH

...AND IT CAME TO SUCH A TRAGIC END! BUT, I WANTED TO LEARN MORE ABOUT *REBIRTH'S* TEST SUBJECT... THIS YOUNG LAD, STEVE ROGERS. HMM... I SEE HERE--

"--THAT HE GREW UP ON THE LOWER EAST SIDE OF NEW YORK CITY! EVIDENTLY, MUCH OF HIS YOUTH WAS SPENT--

OPERATION: REBIRTH

"--TRYING TO HELP HIS FAMILY MAKE ENDS MEET DURING THE DEPTHS OF THE DEPRESSION. OH... I SEE...

"...HIS FATHER DIED WHEN HE WAS STILL A CHILD, AND HIS MOTHER HAD TO STRUGGLE JUST TO KEEP HER SON AND HERSELF FED.

"STILL, DESPITE THEIR DEPRIVATION, STEVE KEPT UP WITH HIS SCHOOLING, AND BECAME A VORACIOUS READER... *ESPECIALLY OF FANTASY!*

"GIVEN THE STATE OF HIS REALITY, I CAN WELL UNDERSTAND WHY!"

"AH, IT SEEMS THAT THE BOY ALSO HAD A NATURAL TALENT FOR ART. BUT HE KEPT HIS LOVE OF ART, AND OF BOOKS, A SECRET TO AVOID TAUNTS AND BEATINGS AT THE HANDS OF HIS PEERS.

"AS THE DEPRESSION WORE ON, TIMES BECAME INCREASINGLY DIFFICULT FOR THE ROGERS' HOUSEHOLD. SARAH ROGERS TOOK IN LAUNDRY... AND TAXED HERSELF TO THE LIMIT TO PROVIDE FOR HER SON.

"BUT TIME AND HARDSHIP EVENTUALLY TOOK ITS TOLL, AND AS STEVEN ENTERED HIS LATE TEENS, HIS MOTHER PASSED ON--

"--A VICTIM OF PNEUMONIA.

"OUT ON HIS OWN, YOUNG ROGERS MANAGED TO FIND A CHEAP BOARDING HOUSE AND TOOK A JOB AS A DELIVERY BOY. IT WAS NOT AN EASY LIFE, NOR A VERY GOOD ONE...

"...BUT SOMEHOW, HE SURVIVED.

"AND THEN, ONE DAY, WHILE TRYING TO ESCAPE INTO THE FANTASY WORLD OF THE MOVIES, STEVE ROGERS ENCOUNTERED AN EVEN HARSHER REALITY--

"--IN NEWSREEL FOOTAGE OF THE NAZI WAR MACHINE IN ITS RELENTLESS MARCH ACROSS A WAR-TORN EUROPE!"

THOSE NEWSREELS... IT'S AWFUL... *AWFUL!* IT'S AS IF HALF THE WORLD HAS GONE MAD!

BIJOU

THE SEA HAWK
ERROL FLYNN

NEWS

PAPERS
TOBACC

IF THE NAZIS AREN'T STOPPED SOON, THERE WON'T BE A FREE MAN LEFT ALIVE ANYWHERE! I HAVE TO DO SOMETHING...I *HAVE* TO!

"HOWEVER..."

SON, ARE YOU SURE YOU'VE BEEN CLASSIFIED 1-A?

NO, SIR! THEY *WOULDN'T* DRAFT ME! THAT'S WHY I'M *VOLUNTEERING!* I HATE WAR AND SENSELESS BLOODSHED, BUT I KNOW WHAT THE NAZIS ARE DOING IN EUROPE.

IT'S JUST A MATTER OF TIME BEFORE THE UNITED STATES IS INVOLVED IN THE WAR, AND I *CAN'T* STAY BEHIND WHILE OTHERS DO THE FIGHTING!

A
EOPI
QMSTR
NOXIVZ

I'M SORRY, SON, BUT YOU'RE MUCH TOO FRAIL FOR MILITARY SERVICE!

BUT YOU JUST *HAVE* TO PASS ME! THERE MUST BE SOMETHING I CAN DO!

I COULDN'T HELP OVERHEARING, SON, I'M GENERAL PHILLIPS... ARE YOU REALLY SERIOUS ABOUT WANTING TO TAKE PART IN THE BIG PICTURE?

I *AM*, SIR! I'LL DO ANYTHING--*ANYTHING!*

"IT MUST HAVE BEEN KISMET! IN STEVE ROGERS, GENERAL PHILLIPS HAD FOUND THE IDEAL TEST SUBJECT FOR OPERATION: REBIRTH.

"WITHIN MINUTES, ROGERS WAS ON A PLANE, SPEEDING TOWARDS WASHINGTON. AND, AS NIGHT FELL, HE WAS TAKEN TO A SMALL CURIO SHOP ON A LITTLE-KNOWN CAPITAL SIDE STREET.

ANTIQUES and COLLECTIBLES

"I CAN WELL IMAGINE THE SURPRISE ROGERS FELT UPON ENTERING THAT MOLDERING OLD STOREFRONT.."

AGENTS L-7 AND X-9 REPORTING, AGENT R! THE PASSWORD IS "EAGLE!"

HALT! IDENTIFY YOURSELVES OR DIE!

WE HAVE "THE VISITOR" WITH US.

ENTER AND LOCK THE DOOR BEHIND YOU!

I-I DON'T GET IT! HOW CAN SUCH AN IMPORTANT PROJECT BE HOUSED IN A SMALL SHOP LIKE THIS? NOTHING I'VE SEEN SO FAR SEEMS TO MAKE SENSE!

IN WORK SUCH AS OURS, THINGS ARE SELDOM WHAT THEY SEEM.

WHY...YOU... YOU'RE NOT--! THAT IS...I THOUGHT--!

FORGIVE THE THEATRICS. I ASSURE YOU, THEY ARE QUITE NECESSARY.

"IT MUST HAVE BEEN A NIGHT FULL OF SURPRISES FOR OUR YOUNG 'VISITOR.' AS AGENT R STOOD GUARD, ROGERS WAS CONDUCTED UP A NARROW FLIGHT OF STAIRS, THROUGH A HIDDEN DOORWAY, AND INTO ONE OF THE MOST ADVANCED BIOCHEMICAL LABORATORIES IN THE FREE WORLD."

IT...IT'S AMAZING! LIKE SOMETHING OUT OF H.G. WELLS!

GET USED TO IT, ROGERS. YOU'RE GOING TO BE SPENDING SOME TIME HERE.

"AND THEN..." WELCOME TO OPERATION: REBIRTH, MR. ROGERS. I'M DR. ANDERSON, THE DIRECTOR OF PROJECTS... AND THIS IS OUR HEAD SCIENTIST, PROFESSOR REINSTEIN!

REINSTEIN? WHY, THAT'S DR. ABRAHAM ERSKINE, THE FAMOUS BIOCHEMIST!

BUT I THOUGHT HE'D DIED LAST SPRING IN AN AUTO CRASH!

THAT IS WHAT WE WANTED THE WORLD TO BELIEVE, MY BOY!

IT LOOKS LIKE THE SECURITY BOYS WERE RIGHT TO KEEP YOU UNDER WRAPS, ABRAHAM. YOUR FACE IS TOO RECOGNIZABLE...THE REINSTEIN CODE-NAME DIDN'T FOOL YOUNG ROGERS FOR A MINUTE!

I'M WILLING TO FACE THOSE CONSEQUENCES, SIR.

VERY WELL, THEN...WE SHALL BEGIN OUR WORK AT ONCE!

STEVEN, WE HAVE TO LEVEL WITH YOU... OUR EXPERIMENT MIGHT GIVE YOU A STRONG NEW BODY. BUT IT MIGHT KILL YOU!

"OVER THE NEXT FEW WEEKS, ROGERS WAS PUT THROUGH A GRUELING SERIES OF TESTS TO DETERMINE THE EXACT LIMITS OF HIS PHYSICAL ABILITIES--WHILE DR. ERSKINE WORKED ON HIS SECRET TISSUE-BUILDING SERUM!

"AND THEN, THAT DAY ARRIVED WHEN ANDERSON BURST IN ON THE GENERAL AND MYSELF WITH THE NEWS..."

THE CHEMICAL IS PERFECTED, GENTLEMEN--AND I SUGGEST THAT WE PROCEED AT ONCE!

THEN THE TIME HAS COME AT LAST!

THERE IS NOTHING MORE TO BE SAID. I WISH YOU ALL GOD-SPEED!

"CHANGING TO CIVILIAN CLOTHING, GENERAL PHILLIPS AND UNDER-SECRETARY SIMMS WERE CONDUCTED TO THE HIDDEN LABORATORY BY DR. ANDERSON HIMSELF.

"AND WHEN THEY ARRIVED, A MAN WHOSE CREDENTIALS IDENTIFIED HIM AS SPECIAL AGENT CLEMSON WAS ALREADY THERE...

"...WAITING!"

"AND, WHILE THE DIGNITARIES ASSEMBLED IN THE OBSERVATION CHAMBER, TWO ROOMS AWAY, DR. ERSKINE WAS MAKING SOME FINAL PREPARATIONS."

STEVEN, MY BOY, ONCE I INJECT YOU WITH THE DILUTE SOLUTION OF MY SERUM, THERE CAN BE NO TURNING BACK!

I...WOULD NOT BLAME YOU IF YOU WISHED TO BACK OUT NOW. THIS COULD COST YOU YOUR LIFE!

SIR, GOOD MEN FROM POLAND TO GREAT BRITAIN HAVE BEEN PUTTING THEIR LIVES ON THE LINE. CAN I DO ANY LESS?

LET'S GET ON WITH IT!

I BELIEVE YOU ARE THE BRAVEST YOUNG MAN I HAVE EVER MET!

THIS WILL STING FOR JUST A MOMENT, THEN YOU WILL FEEL A SLIGHT DIZZINESS.

"THEN, ERSKINE LED HIS SUBJECT INTO THE MAIN LABORATORY..."

GENTLEMEN, THIS DISTINGUISHED YOUNG VOLUNTEER HAS ALREADY BEEN INJECTED WITH MY SECRET SERUM--

--HE IS NOW READY TO TAKE THE ORAL FORM OF THE COMPOUND!

YOU MUST DRINK THIS QUICKLY, BEFORE THE CHEMICALS LOSE THEIR POTENCY. GOOD LUCK, MY BOY!

GENTLEMEN, IF WE HAVE ERRED, ROGERS WILL BE DEAD WITHIN SECONDS, FOR HE IS DRINKING THE STRONGEST CHEMICAL POTION YET CREATED BY MAN!

BUT, IF WE SUCCEED, IF HE LIVES, HE WILL BE THE FIRST OF AN ARMY OF FIGHTING MEN SUCH AS THE WORLD HAS NEVER SEEN!

HIS REFLEXES, HIS PHYSICAL CONDITION WILL BE SECOND TO NONE! AND HIS COURAGE..

...WELL HIS COURAGE HAS ALREADY BEEN PROVEN!

NOW, YOU SHALL SEE HOW I SPEED UP THE SERUM'S PROCESS--AND HOW IT WILL AFFECT ROGERS' BODY TISSUE!

OBSERVE! I AM BOMBARDING HIS BODY WITH POTENT, INVISIBLE *VITA-RAYS!*

ONCE THE PROCESS IS COMPLETED, THE FRAIL YOUNG MAN WHO STOOD BEFORE YOU WILL BE FRAIL AND SICKLY NO LONGER!

INSTEAD, HIS EVERY BODY CELL WILL SURGE WITH NEW *POWER*, NEW *VIGOR*, NEW *VITALITY!*

YAARRGH!

E-EVERYTHING IS SPINNING AROUND! I...FEEL LIKE I'M BLACKING OUT...BUT... I... MUST...HANG ON!

IT'S *WORKING!* DON'T GIVE UP, SON! HOLD ON! THIS IS THE MOMENT OF CRISIS! YOU *MUST* SURVIVE IT!

I...I CAN FEEL POWER SURGING THROUGH ME! MY BODY'S GETTING LARGER --*STRONGER!*

IT'S AS IF MILLIONS OF CELLS WERE FORMING AT INCREDIBLE SPEED!

IN A MATTER OF *MINUTES*--I'VE ACTUALLY BECOME A *NEW MAN!*

I...I HAD HOPED IT WOULD WORK, BUT I NEVER IMAGINED IT WOULD BE... LIKE THIS! IT'S...A MIRACLE!

YES, A MIRACLE OF SCIENCE! THINK WHAT THIS WILL MEAN TO OUR NATION! THINK WHAT IT CAN ONE DAY MEAN TO THE WORLD! MY SERUM WILL VIRTUALLY WIPE OUT DISEASE...WEAKNESS...INFIRMITY!

STEVEN, YOU HAVE BECOME A NEARLY PERFECT HUMAN BEING!

ANDERSON, THIS IS PHENOMENAL! WE MUST GET THE SERUM MASS-PRODUCED AT ONCE!

"BUT THEN, IN THE MIDST OF SUCCESS, *TRAGEDY STRUCK!*"

NO! ERSKINE AND HIS ACCURSED EXPERIMENT SHALL BOTH DIE IN THAT ROOM!

KRAK

NONE SHALL LIVE TO OPPOSE THE FUEHRER'S *THIRD REICH!*

STEVEN...MY FORMULA, MY PROCESS CAN NEVER BE TOTALLY DUPLICATED!

BUT YOU... YOU STILL LIVE! YOU... MUST ALWAYS BE WORTHY!

DR. ERSKINE!

IT...IT'S TOO LATE! HE'S GONE!

CRASH

YOU! YOU'RE THE ONE WHO DID THIS! YOU'RE THE ONE WHO FIRED THE SHOT!

I WAS TO BE THE FIRST. BUT NOW THERE ARE NONE BUT ME TO PERPETUATE DR. ERSKINE'S DREAM!

AS LONG AS I LIVE, I'LL DEDICATE MYSELF TO THE CAUSE OF FREEDOM-- TO DESTROY THE ENEMIES OF LIBERTY!

BAH! LIKE ALL FREEDOM-LOVING FOOLS, YOU ONLY TALK, WHILE WE NAZIS ACT!

NOW YOU SHALL SHARE THE DOCTOR'S FATE!

NO! YOU'LL NOT STOP ME NOW! I SHALL FIGHT--I *MUST* FIGHT--FOR ALL THOSE WHO MIGHT HAVE BEEN!

"IN A MATTER OF MINUTES, THE GLEAMING HOPE OF *OPERATION: REBIRTH* CAME TO AN ABRUPT END.

"THE SECRET OF THE SUPER-SOLDIER SERUM APPARENTLY DIED WITH DR. ERSKINE, WHO HAD NEVER COMMITTED THE FULL FORMULA TO PAPER.

"AS FOR 'AGENT CLEMSON,' A MAN WE LATER IDENTIFIED AS NAZI ASSASSIN *HEINZ KRUGER*...HE, TOO, PAID THE FINAL PRICE.

"KNOCKED INTO THE VITA-RAY DEVICE'S *ELECTRICAL OMNI-VERTER* POWER SOURCE BY ROGERS' PUNCH, HE SCRAMBLED TO FREE HIMSELF--

"--AND IN DOING SO, HE GRABBED HOLD OF THE OMNI-VERTER'S HIGH-VOLTAGE TERMINALS ...AND WAS INSTANTLY ELECTROCUTED!

"THE SUPER-SOLDIER SERUM WORKED... ROGERS WAS LIVING PROOF OF THAT! BUT WE COULD NEVER PRODUCE ANOTHER MAN LIKE HIM..."

...AND SO ENDED OUR BOLD EXPERIMENT.

THE WORLD IS POORER FOR THE LOSS OF ABRAHAM ERSKINE!

YES, SIR. BUT HE DID LEAVE US AN IMPORTANT LEGACY--

--IN THE "REBORN" STEVE ROGERS. AS YOU KNOW, ACTING UPON GENERAL PHILLIPS ADVISEMENT, ROGERS BECAME THE CORNERSTONE OF...*PROJECT: SUPER-SOLDIER!*

AS *THIS* DOSSIER SHOWS, MR. PRESIDENT--

PROJECT: SUPER-SOLDIER

TOP SECRET

"--SHORTLY AFTER DR. ERSKINE'S TRAGIC DEATH, ROGERS WAS PUT INTO A SPECIAL TRAINING PROGRAM, TO TEACH HIM HOW TO BEST USE HIS NEW BODY!

"FOR THREE MONTHS, HE WORKED OUT WITH THE GREATEST BOXERS, WRESTLERS, BODY BUILDERS, AND GYMNASTS THE FREE WORLD HAD TO OFFER! AND WHATEVER TIME NOT SPENT IN PHYSICAL TRAINING WAS SPENT IN LEARNING THE FINE POINTS OF MILITARY STRATEGY AND TACTICS.

"THIS WAS PERSONALLY SUPERVISED BY GENERAL PHILLIPS!

"AND THEN, IN MARCH OF THIS YEAR..."

WELL, STEVE, I SUPPOSE YOU'VE BEEN WONDERING JUST WHAT WE'VE HAD IN MIND FOR YOU... WHAT WITH ALL OF THIS TRAINING.

I ASSUMED THAT YOU WERE GROOMING ME FOR SOME SORT OF TOP-SECRET SPECIAL MISSION, SIR.

YES, A VERY SPECIAL MISSION! YOU SEE, THE NAZIS HAVE A SPECIAL AGENT WHO IS CURRENTLY SPREADING TERROR ACROSS THE FACE OF EUROPE!

HE'S CALLED... *THE RED SKULL!* AND IT'S RUMORED THAT SOME MEMBERS OF THE NAZI HIGH COMMAND FEAR HIM EVEN MORE THAN THEY DO HITLER!

THE SKULL HAS COME TO PERSONIFY THE EVIL OF NAZISM. WE DESPERATELY NEED AN AGENT WHO IS HIS OPPOSITE... A MAN WHO WILL BE A LIVING SYMBOL OF LIFE AND LIBERTY!

AND... YOU WANT ME TO BE THAT MAN?

YES, STEVE... WE DO. IN THIS PACKAGE, YOU'LL FIND A UNIFORM SPECIALLY DESIGNED FOR YOU... TRY IT ON!

I... REALIZE THAT THIS IS AN AWESOME RESPONSIBILITY, STEVE. YOU'RE BEING ASKED TO REPRESENT AMERICA, TO BOTH HER PEOPLE AND THE WORLD.

BUT WE NEED YOU TO INSPIRE THE PUBLIC... TO GIVE THEM HOPE THROUGH THE DARK DAYS THAT LIE AHEAD.

THEN I PRAY THAT I'M EQUAL TO THE TASK, GENERAL! THIS LAND OF OURS MAY HAVE SEEN SOME HARD TIMES, AND MAYBE IT HASN'T ALWAYS LIVED UP TO THE PROMISE OF THE FOUNDING FATHERS...

...BUT AMERICA AT ITS BEST HAS ALWAYS STOOD FOR THE RIGHTS OF MAN, AND AGAINST THE RULE OF TYRANTS!

AND IF AMERICA NEEDS A MAN TO STAND FOR HER PRINCIPLES, TO BATTLE THE FORCES OF TYRANNY--THEN, AS GOD IS MY WITNESS, I SHALL BE THAT MAN!

"ROGERS GOT HIS FIRST CHANCE TO LIVE UP TO THAT PLEDGE JUST THREE NIGHTS LATER...WHEN, ON A DESERTED BACK ROAD IN THE MARYLAND COUNTRYSIDE--

"--AS A HIGH-RANKING COLONEL WAS BEING DRIVEN TO A TOP-SECRET MILITARY INSTALLATION..."

US 143

BLAM WUP-WUP-WUP-WUP

IT'S A BLOW-OUT, SIR! I'LL GET IT CHANGED AS SOON AS--HUH?!

THE ROADWAY'S BEEN COVERED WITH SOME SORT OF SPIKED BARBS!

143

HOLD IT RIGHT THERE, SOLDIER! ONE MOVE AND YOU WON'T LIVE TO SEE THE DAWN!

HUH?!

BAH! DO NOT WASTE YOUR TIME WITH THE ENLISTED MAN!

YES! SILENCE HIM AND SEIZE THE COLONEL--HE IS THE ONE WE WANT!

WAIT A MINUTE! YOU CAN'T--WHUNNGH!

DO NOT TELL US WHAT WE CANNOT DO!

YOU ARE COMING WITH US, COLONEL HENSON! THE FATHERLAND WISHES TO LEARN WHAT YOU KNOW!

EH?

THAT NOISE... WHAT--?

VRRRRROOOM

YOU'RE NOT TAKING ANYONE ANYWHERE, NAZI!

MEIN GOTT!

"ROGERS' REPORT ON THAT ENCOUNTER WAS QUITE MODEST. BUT FROM THE STATEMENT WHICH WAS LATER SUBMITTED BY COLONEL HENSON--

"--IT SOUNDS LIKE OUR SUPER-SOLDIER TORE INTO THOSE FIFTH COLUMNISTS LIKE A ONE-MAN ARMY!"

SCREE-VROOM

DROP THAT TOMMY-GUN, MISTER-- *DROP IT!*

YOU FELLOWS DON'T LISTEN VERY WELL, DO YOU? IF YOU'RE NOT GOING TO DROP THE GUN, I'LL HAVE TO DROP YOU!

WHUNK

LOOKS LIKE THAT TIP WHICH ARMY INTELLIGENCE RECEIVED, ABOUT A POSSIBLE ATTEMPT TO KIDNAP COLONEL HENSON, WAS ON THE UP-AND-UP AFTER ALL!

FOR THE LAST SEVERAL MILES, I'D THOUGHT THIS EVENING WAS GOING TO YIELD ME NOTHING MORE THAN A NICE RIDE IN THE NIGHT AIR!

:OOK:

:ERK:

:WHU:

IT IS NOT POSSIBLE! THE MAN ISN'T HUMAN!

:YUNNNK:

THAT'S WHERE YOU'RE WRONG!

I'M TOTALLY HUMAN! BUT I'M FIGHTING FOR A CAUSE... A DREAM! AND THAT MAKES ALL THE DIFFERENCE!

VERDAMMT FOOL! WE FIGHT FOR A CAUSE, AS WELL-- THE CAUSE OF THE THIRD REICH!

YES, BUT YOUR CAUSE ISN'T A DREAM... IT'S A *NIGHTMARE!*

BUDA-BUDA

PTANG

PTING

AND DON'T FLATTER YOURSELF BY THINKING THAT YOU CAN STOP ME WITH THAT CHATTER-GUN!

IT WON'T DO YOU ANY MORE GOOD THAN IT DID YOUR PARTNER!

WUMP

BUDA-BUDA-BUDA

NOW, WHERE'S THAT LEADER OF YOURS?

NO, HE MUSTN'T CAPTURE ME! I MUST GET BACK TO BUND HEADQUARTERS, AND REPORT THIS TO MY SUPERIORS!

YOU'RE NOT GOING ANYWHERE, FRITZ!

WHUU--?!

WHIZZZ

YOU'RE NOT CAUSING ANY MORE TROUBLE TONIGHT!

WHAP

EEESH!

THAT... THAT WAS THE MOST AMAZING DISPLAY OF HAND-TO-HAND COMBAT I'VE EVER SEEN!

THANK YOU, SIR, BUT I WAS JUST DOING MY JOB...KEEPING YOU AND THE NATION SAFE!

YOU CERTAINLY DO YOUR JOB VERY WELL, SON. BUT WHO IN BLAZES ARE YOU?!

WHO I AM DOESN'T MATTER, SIR... BUT YOU CAN CALL ME **CAPTAIN AMERICA!**

AND NOW, IF YOU'LL EXCUSE ME, I THINK G-2 WILL WANT TO ASK THIS GENTLEMAN SOME QUESTIONS!

COLONEL? WHO WAS THAT MASKED MAN?

LIKE HE SAID, CORPORAL, IT DOESN'T MATTER!

"TWENTY-FOUR HOURS LATER, ALARMED BY THE FAILURE OF THEIR ATTACK SQUAD TO REPORT IN, MAJOR NAZI BUND LEADERS MET IN A SECLUDED NEW YORK WAREHOUSE--

"--WITH A RECENT ARRIVAL FROM OVERSEAS!"

THE FUEHRER WILL NOT BE PLEASED BY THIS FAILURE!

W-WE QUITE UNDERSTAND, HERR KLEIN-SCHMIDT. WE CAN'T FIGURE OUT WHAT WENT WRONG!

HOWEVER, WE HAVE HEARD RUMORS OF SOME NEW GOVERNMENT SUPER-AGENT--!

KRASH

AND HERE'S WHERE THOSE RUMORS GET CONFIRMED!

STOP HIM! HE'S ONLY ONE MAN!

YOU BUNDISTS DISGUST ME! YOU'RE NATIVE-BORN AMERICANS, MOST OF YOU...YET YOU'D SELL OUT YOUR OWN COUNTRY TO THE MOST HORRIFIC TYRANT EVER TO WALK THE EARTH!

BOP

WHAM

I'LL HOLD HIM, YOU-- UNNHHH!

KRAK

NOBODY HOLDS CAPTAIN AMERICA-- ESPECIALLY WHEN I'VE GOT MY EYES SET ON A GOAL...

...LIKE YOU, MR. NAZI AGENT!

NOBODY MOVE! THIS IS THE F.B.I.!

BLAZES, MCCLOSKEY, I FIGURED WE'D HAVE A REAL BATTLE ON OUR HANDS, BUT IT LOOKS LIKE CAP'S TAKEN MOST OF THE FIGHT OUTTA THEM!

OPEN UP THE DOORS AND TELL O'BRIEN TO BRING THE WAGON AROUND!

NO, WAIT! THE HEAD BUND LEADER IS STILL RUNNING AROUND FREE!

NO GOOD! THE FEDERAL BOYS CAN'T HEAR ME...THERE'RE TOO MANY ECHOES IN THIS WAREHOUSE!

GOT TO GET TO HIM BEFORE HE CAN ESCAPE OUT THE DOUBLE DOORS!

WELL! I'M IN LUCK...IN HIS PANIC, HE RAN RIGHT PAST A POSSIBLE ESCAPE ROUTE!

I'M CALLING A HALT TO THIS BEFORE SOME INNOCENT BYSTANDER GETS HURT!

COME ON, MISTER, ALL YOU CAN DO NOW IS SURRENDER! NOTHING IN THAT PILE OF SCRAP METAL WILL HELP YOU.

YOU THINK SO, DO YOU?

WHAT'S GOING ON IN HERE?

"THE YOUNG NEWSPAPERMAN'S SHOUT MIGHT HAVE DISTRACTED ANOTHER MAN, BUT NOT CAPTAIN AMERICA! HOWEVER..."

THE MINIONS OF THE THIRD REICH SHALL NEVER FALL! THE REICH SHALL LAST A THOUSAND YEARS!

HEIL HITLER!

HE TELEGRAPHED THAT SWING BY A MILE! IT WAS EASY TO DUCK, BUT HE CAUGHT ONE OF THE WING-TIPS OF MY MASK...KNOCKED IT AJAR!

HEY! YOU WITH THE MASK...HOLD IT!

SORRY, NO TIME FOR THAT NOW!

THAT WAS CLOSE!

IT WOULDN'T DO FOR MY FACE TO BE PHOTOGRAPHED...THAT WOULD DESTROY MY EFFECTIVENESS AS AN ANONYMOUS SYMBOL!

I HAVE TO GIVE SOME THOUGHT TO REDESIGNING MY MASK, SO THIS CAN'T HAPPEN AGAIN!

THIS IS THE LAST OF THEM, AGENT McCLOSKEY!

THANKS FOR THE HELP, CAP! IF WE HAD A FEW MORE AGENTS LIKE YOU, WE COULD REDUCE ESPIONAGE BY A THIRD!

"THE INFORMATION GATHERED IN THAT RAID DEALT A SEVERE BLOW TO NAZI FIFTH COLUMN ACTIVITIES, MR. PRESIDENT--"

--AND HELPED CAPTAIN AMERICA TO SHUT DOWN A NUMBER OF SPY RINGS! IT'S ALL THERE IN THE DOSSIER.

MARVELOUS! I'M GRATIFIED TO SEE THAT THE ACTIVITIES OF OUR CAPTAIN HAVE BEEN SO WELL DOCUMENTED. THIS ENTRY, FOR EXAMPLE--

"--DEALING WITH THE ATTEMPTED THEFT OF A NEW BOMB-SIGHT FROM THE GRUMMAN AIRCRAFT PLANT!

"THREE AXIS AGENTS HAD GAINED ENTRY, DISGUISED AS ARMED FORCES PERSONNEL.

"BUT..."

YOU MIGHT HAVE FOOLED THOSE GUARDS AT THE GATE, BUT YOU DIDN'T FOOL ME, 'MAJOR!

EVEN IF I HADN'T BEEN TAILING YOUR LITTLE CREW FOR THESE PAST THREE HOURS...THOSE SHOES YOU'RE WEARING WOULD HAVE BEEN A DEAD GIVEAWAY!

THEY'RE HARDLY REGULATION FOOTWEAR!

÷ACH!÷

AND AS FOR THESE PHONY 'AIDES' OF YOURS--!

BAM

WUD

"IN LESS THAN A MINUTE, CAPTAIN AMERICA HAD ENDED ALL ENEMY RESISTANCE AND DISAPPEARED INTO THE NIGHT, LEAVING THREE BEDRAGGLED SPIES BEHIND FOR THE MILITARY POLICE TO CART AWAY.

"TWO WEEKS LATER, AT ANOTHER IMPORTANT INSTALLATION..."

LIBERTY SHIP-YARDS

QUICKLY... BEFORE ANYONE SEES YOU!

DO NOT WORRY, MY FRIEND, BY THE TIME ANYONE IS AROUND TO SEE ANYTHING, IT WILL BE TOO LATE!

VERY WELL... IN HERE! HURRY!

"SECONDS LATER..."

THERE, THE EXPLOSIVE CHARGE IS IN PLACE! WHEN THE ASSEMBLY LINES START TO RUN TOMORROW, THIS ENTIRE FACTORY WILL BE LEVELED!

AH... AH... AH...

YES? WHAT IS IT?

"AND FINALLY, JUST LAST WEEK, FOLLOWING INFORMATION GATHERED BY THE F.B.I. AND G-2, CAPTAIN AMERICA STOPPED ONE OF THE MOST INCREDIBLE PLOTS EVER SET IN MOTION AGAINST THIS NATION IN PEACETIME--

"--THE ATTEMPTED DESTRUCTION OF *BOULDER DAM!*"

"DISGUISED AS MAINTENANCE MEN, THREE SABOTEURS WERE CAUGHT RED-HANDED, SETTING HIGH-EXPLOSIVE CHARGES IN THE MIGHTY TURBINE GENERATORS OF THE DAM'S HYDRO-ELECTRIC PLANT!

"AGAINST AMERICA'S SUPER-SOLDIER--

"--THEY NEVER HAD A CHANCE!

WAMM

"WERE IT NOT FOR CAPTAIN AMERICA, THIS NATION WOULD HAVE LOST AN IMPORTANT SOURCE OF WATER AND ELECTRICAL POWER. WE OWE THAT MAN A GREAT DEAL--"

--AND I HAVE LITTLE DOUBT THAT, BEFORE THE INTERNATIONAL AFFAIRS OF MAN ARE ONCE AGAIN PUT IN ORDER, WE WILL BE EVEN MORE IN HIS DEBT!

WELL, WHEN DO I GET TO MEET OUR SUPER-SOLDIER?

RIGHT AWAY, SIR!

CAPTAIN--!

THE DOOR TO THE OVAL OFFICE SWINGS WIDE, AND...

GOOD MORNING, MR. PRESIDENT. THIS IS A GREAT HONOR!

YOUR FIRE SIDE CHATS ON THE RADIO HAVE BEEN AN INSPIRATION TO US ALL.

THANK YOU, SON, BUT I DARE SAY I'M NOT THE ONLY ONE PRESENT IN THIS OFFICE WHO'S BEEN AN INSPIRATION.

AS A MATTER OF FACT, I'VE READ MORE ABOUT YOU IN THE PAPERS LATELY, THAN I HAVE ABOUT *ME!*

GOOD THING THIS ISN'T AN ELECTION YEAR, EH?

I SEE THAT ARMY ORDNANCE HAS FINALLY MADE THE ALTERATIONS IN YOUR UNIFORM.

YES, SIR, MR. PRESIDENT. I WON'T HAVE TO WORRY ABOUT LOSING MY MASK IN BATTLE ANY LONGER...AND THE ADDED DURALUMIN CHAIN-MAIL PROVIDES EXCELLENT PROTECTION FOR MY NECK!

YES, WELL, I HAVE ANOTHER LITTLE ADDITION FOR YOUR BATTLE GEAR.

A NEW SHIELD! IT'S...MAGNIFICENT! IT'S MUCH LIGHTER THAN MY OLD SHIELD. AND WITH ITS DISCUS-LIKE SHAPE, I'LL BE ABLE TO HURL IT TWICE AS FAR!

IT SHOULD BE AS EFFECTIVE AN OFFENSIVE WEAPON AS A DEFENSIVE ONE! I ASSUME IT'S AS BULLETPROOF AS MY OLD SHIELD?

EVEN MORE SO! IN FACT, I'M TOLD THAT THE METAL IN THE SHIELD HAS SOME INCREDIBLE PROPERTIES.

IF ONLY THE METALURGICAL ACCIDENT WHICH PRODUCED IT COULD BE DUPLICATED...

AH, BUT THIS IS NO TIME FOR RE-CRIMINATIONS! CAPTAIN, ARE YOU READY FOR THE SECOND PHASE OF PROJECT: SUPER-SOLDIER?

SIR, I'M READY FOR ANYTHING.

SPLENDID! THE ARMY HAS DEVISED A PLAN TO ENABLE YOU TO MOVE ABOUT IN SECRET, BUT STILL BE CLOSE BY FOR SPECIAL MISSIONS. WE'RE GOING TO GIVE YOU A COVER IDENTITY...

JULY, 1941... CAMP LEHIGH.

STEVE ROGERS... NOW PRIVATE STEVE ROGERS... ADJUSTS TO THE ROUTINE OF ARMY BOOT CAMP...

ROGERS, YOU MEATHEAD, IS THAT THE ONLY POSITION YOU KNOW?

NO, SIR. WHAT POSITION DO YOU WANT?

NO TALKING AT ATTENTION! I DO THE TALKING! NOW...

...PARAAADE REST!

OWWW! NOT ON MY FOOT, YOU @☆xx!@!x IDJIT!

UH-OH.

@XX☆!!6xx! WHY? WHY, OF ALL THE SERGEANTS IN THIS MAN'S ARMY, DID I GET STUCK WITH A FUMBLE-BUTT LIKE YOU?!

GEE, I DON'T KNOW, SARGE. I...

ROGERS

SHADDAP!

JUST THEN... HEY, SARGE! COLONEL FEENEY WANTS TO SEE YA OVER AT H.Q.

YEAH? THANKS, BARNES!

YOU GET OFF LUCKY THIS TIME, ROGERS!

DIS-MISSED!

SGT. DUFFY IS REALLY AN ALL-RIGHT JOE. I HATE TO GIVE HIM A HARD TIME, BUT THE PENTAGON WANTS ME TO PLAY THE CLUMSY RECRUIT... SO NO ONE WILL SUSPECT ME OF BEING CAPTAIN AMERICA.

I'D STAY OUTTA HIS WAY FOR A WHILE, STEVE! HE'S GONNA BE EVEN MADDER WHEN HE FINDS OUT THERE AIN'T NO COLONEL FEENEY!

WHAT? THERE ISN'T?

NAW! I JUST FIGURED YOU COULD USE A BREATHER FROM THAT CHEWIN' OUT, AND HE WON'T PICK ON ME! HECK, EVER SINCE MY OLD MAN DIED IN BASIC TRAINING, AND I WAS ADOPTED AS CAMP MASCOT, I CAN GET AWAY WITH JUST ABOUT ANYTHING!

WELL, I APPRECIATE THE FAVOR, BUCKY. C'MON, AND I'LL BUY YOU A COKE AT THE P.X.

GEE, THANKS, STEVE! SAY, DIDJA READ THE LATEST ABOUT CAPTAIN AMERICA?

2ND INF BN

NO. WHAT'S HE UP TO NOW?

HE BROKE UP ANOTHER NEST OF NAZI SPIES!

BOY, WOULDN'T IT BE GREAT TO HAVE A GUY LIKE HIM AROUND?

AW, WHO NEEDS 'IM, BUCK? YOU'VE GOT ME, HAVEN'T YOU?

WOTTA GUY! YOU'RE ALWAYS CLOWNIN', STEVE!

POST-COURIER

CAPTAIN AMERICA NABS SPY RING

BUT ONE NIGHT, JUST A FEW MONTHS LATER, YOUNG JAMES BUCHANAN BARNES STUMBLED ACROSS ONE OF HIS NATION'S MOST GUARDED SECRETS, AND CHANGED HIS LIFE FOR ALL TIME!

PLEDGING TO KEEP STEVE'S SECRET, BUCKY UNDERWENT MONTHS OF INTENSIVE TRAINING, BECOMING CAP'S PARTNER IN THE WAR AGAINST TYRANNY!

THEN CAME THAT AWFUL DAY... **DECEMBER 7th, 1941**, AND AMERICA WAS TRULY AT WAR!

BEFORE THE YEAR HAD ENDED, CAP AND BUCKY FOUND THEMSELVES ALLIED WITH A GROUP OF POWERFUL BEINGS... A SUPER-TEAM WHICH WINSTON CHURCHILL DUBBED ***THE INVADERS!***

FOR FOUR INCREDIBLE YEARS, THEY BATTLED THE NAZI MENACE--

--IN ALL OF ITS BIZARRE FORMS!

THEN, IN THE WAR'S FINAL DAYS, TRAGEDY STRUCK AGAIN! WHILE TRYING TO STOP A RUNAWAY, EXPERIMENTAL DRONE PLANE, CAP AND BUCKY WERE CAUGHT ON THE SPEEDING CRAFT AS IT HEADED OUT OVER THE NORTH ATLANTIC.

SUDDENLY, THE PLANE EXPLODED! BUCKY WAS KILLED INSTANTLY, BUT CAP WAS THROWN CLEAR OF THE EXPLOSION, PLUNGING INTO ICY ARCTIC WATERS.

THERE, THROUGH A FREAK ACCIDENT, HE WAS FROZEN INTO A STATE OF SUSPENDED ANIMATION. DECADES PASSED...

...AND FINALLY, CAP'S BODY WAS FOUND BY A NEW SUPER-TEAM WHICH HAD COME INTO BEING... A TEAM CALLED ***THE AVENGERS!***

THEY VIEWED THEIR FIND WITH AWE, FOR MANY OF THE AVENGERS HAD FOUND INSPIRATION IN THE HISTORY-MAKING EXPLOITS OF THIS RED-WHITE-AND-BLUE LEGEND!

AND THEY WERE EVEN MORE AWED TO DISCOVER THAT CAP WAS NOT DEAD! THE LEGEND LIVED! AND HE SOON TOOK HIS PLACE AMONG THEM, OFTTIMES AS LEADER!

BUT STILL, EVEN AS AN AVENGER, HE WAS A MAN DECADES OUT OF TIME. AND IN THE MONTHS THAT FOLLOWED, STEVE ROGERS STROVE TO FIND A PLACE FOR HIMSELF IN THIS BRAVE NEW WORLD.

HE STROVE... AND SEARCHED... AND SUCCEEDED.

TODAY.

THE SKIES ARE STILL DARK, AND DAWN IS MANY HOURS AWAY FOR NEW YORK CITY.

HERE, IN THIS APARTMENT HOUSE AT 569 LEAMAN PLACE, IN BROOKLYN HEIGHTS, ALL IS SILENT...

...AS A FOURTH FLOOR WINDOW IS SUDDENLY OPENED FROM THE OUTSIDE BY A RED-GAUNTLETED HAND.

CAPTAIN AMERICA HAS COME HOME!

WHAT A DAY! AM I BEAT!

I COULD REALLY USE A FULL NIGHT'S SLEEP, BUT AS STEVE ROGERS, I HAVE A SET OF AD STORYBOARDS TO FINISH BY MORNING.

DEADLINES ARE THE BANE OF A FREELANCE ARTIST'S LIFE. BUT...AW, I HAVE TO GET THE WORK DONE. I GAVE MY WORD I'D TURN IT IN ON TIME!

I'LL JUST TURN ON THE TUBE FOR A LITTLE BACKGROUND NOISE...

...AND HERE ARE THE FINAL NEWS HEADLINES. TROUBLE CONTINUES IN THE MIDEAST AT THIS HOUR...THE WALL STREET INDEX WAS OFF ANOTHER FIVE POINTS TODAY...

LET'S SEE, WHERE DO I START?

BOY, IT'S SO HARD AT TIMES, LIVING TWO LIVES, AND I'M SO TIRED... IS IT REALLY WORTH IT?

...AND FIVE THOUSAND LIVES WERE SAVED TONIGHT WHEN CAPTAIN AMERICA AVERTED A PANIC AT MADISON SQUARE GARDEN! THIS NOW COMPLETES OUR BROADCAST DAY.

O-OH! SAY, CAN YOU SEE, BY THE DAWN'S EARLY LIGHT, WHAT SO PROUDLY WE HAILED AT THE TWILIGHT'S LAST GLEAMING? WHOSE BROAD STRIPES AND BRIGHT STARS, THRO' THE PERILOUS FIGHT--

--O'ER THE RAMPARTS WE WATCHED WERE SO GALLANTLY STREAMING? AND THE ROCKET'S RED GLARE, THE BOMBS BURSTING IN AIR, GAVE PROOF THRO' THE NIGHT THAT OUR FLAG WAS STILL THERE.

OH! SAY, DOES THAT STAR-SPANGLED BAN-NER YET WAVE O'ER THE LAND OF THE FREE... AND THE HOME OF THE BRAVE!

IT'S WORTH IT.

AND THE LEGEND STILL LIVES ON...

...AND THE DREAM NEVER ENDS!

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CAPTAIN AMERICA®

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THE GHOSTS OF GREYMOOR CASTLE!

1940! As the world teetered on the brink of global war, frail ***Steve Rogers*** entered a secret laboratory and was transformed into the American ***super-soldier!*** For four thrilling years, he battled the Axis powers — until a freak stroke of fate threw him into ***suspended animation.*** When he awoke, he was a man decades out of his time! Since that fateful day, Steve Rogers has sought his destiny in this brave new world!

Stan Lee PRESENTS: CAPTAIN AMERICA!®

THE GHOSTS OF GREYMOOR CASTLE!

MEMORIES...

THEY HAVE TAKEN THE MAN CALLED **CAPTAIN AMERICA** AWAY FROM HIS HOMELAND -- AWAY FROM THE LIFE AND IDENTITY HE HAS BEEN TRYING TO FORGE FOR **STEVE ROGERS**, THE MAN BENEATH THE MASK -- AND BROUGHT HIM HERE TO ENGLAND'S WIND-SWEPT NORTH COUNTRY ... FOR AN ENCOUNTER WITH HIS PAST!

BILL MANTLO, WRITER
GENE COLAN, ARTIST
SIMONS, MILGROM, and GIACOIA, INKERS
JIM NOVAK, LETTERS
BOB SHAREN, COLORS
JIM SALICRUP, EDITOR
JIM SHOOTER, EDITOR-IN-CHIEF

GREYMOOR CASTLE! DESPITE THE CENTURIES -- THE RAVAGES OF WAR -- IT STILL STANDS! STILL... WAITS!

CAPTAIN AMERICA IS LOST IN INTROSPECTION AS HE FORGES THROUGH THE TALL GRASS TOWARDS THE VAST AND GLOOMY PILE LYING ILLUMINATED BY THE MOON'S COLD ORB...

I LEFT THE STATES IN A HURRY, DROPPING EVERYTHING -- INCLUDING A PROMISING RELATIONSHIP WITH A CERTAIN YOUNG LADY -- WHEN I RECEIVED A TELEGRAM FROM *FALSWORTH MANOR.*

I THOUGHT AT FIRST IT WAS FROM JAQUELINE FALSWORTH -- NOW LADY CRICHTON -- MY ONE-TIME PARTNER *SPITFIRE* BACK IN OUR *INVADERS* DAYS... BUT IT HAD BEEN SENT BY HER AILING FATHER, THE ORIGINAL *UNION JACK.*

THE OLD MAN CAME OUT OF RETIREMENT TO HELP ME COMBAT THE VAMPIRIC MENACE OF *BARON BLOOD.* WE WON, BUT IT COST LORD FALSWORTH HIS LIFE.*

THAT'S DONE. NOW I SHOULD BE GETTING HOME. BUT I COULDN'T LEAVE ENGLAND WITHOUT PAYING A VISIT TO THESE ANCIENT RUINS...

*SEE *CAP* #'S 253 & 254. --JIM.

...THE SCENE OF ONE OF *CAPTAIN AMERICA* AND *BUCKY'S* GREATEST BATTLES!

MEMORIES...

1980

1950

1940

"I WAS WITH A COMPANY OF RANGERS TRAINING HARD AT AN ENCAMPMENT NEAR DOVER...

ROGERS, YOU GOLDBRICK -- GET THE LEAD OUT!

YESSIR, SARGE, SIR!

STEVE! YOU'RE BACK!

HOWDY, MR. BUCKY BARNES! HOW'S OUR ROLLICKING REGIMENTAL MASCOT TODAY?

HAVE YOU HEARD THE NEWS -- ABOUT THE BIG DRIVE?

SO THAT'S WHY THE SARGE HAS BEEN MARCHING THE SOCKS OFF US ALL WEEK!

WILL I GET TO GO THIS TIME, STEVE?

NOT A CHANCE! YOU KNOW A TEENAGE MASCOT CAN'T GO INTO COMBAT WITH US!

BUT IF I'M GOOD ENOUGH TO FIGHT AS *CAPTAIN AMERICA'S* PARTNER, WHY CAN'T I -- ?

THAT'S *OUR* SECRET, SON -- AND I MAKE THE DECISIONS FOR THIS TEAM!

THE DOOR'S OPEN... CRASHED OFF ITS HINGES JUST AS WHEN I BROKE IN TO-- BUT I'M GETTING AHEAD OF MYSELF. BUCKY HAD MORE GUTS THAN MOST MEN TWICE HIS AGE.

HE WAS DISAPPOINTED AT NOT GOING INTO COMBAT WITH THE RANGERS--

"-- BUT THAT LEFT SOMEONE BEHIND TO HANDLE THINGS AT THE UNDERMANNED BASE WHEN..."

AN EXPLOSION--!

LOOKS LIKE SABOTAGE! THE BASE IS ON FIRE!

"THE KID WAS EAGER FOR ACTION STEPPING BEHIND THE BARRACKS, HE CHANGED ONE UNIFORM TO ANOTHER.

"BUCKY BARNES, REGIMENTAL MASCOT, VANISHED...

"... TO BE REPLACED BY THE BRAVE, YOUNG *BUCKY*-- CAPTAIN AMERICA'S PARTNER!

"BUT THE SABOTAGE OF THE BASE WAS PART OF A CAREFULLY CONCEIVED NAZI TRAP--

"--AND BUCKY CHARGED RIGHT INTO IT!"

VHERE IS CAPTAIN AMERICA? VE WANTED BOTH HE AND HIS VERDAMMT PARTNER!

VE VILL HAFF TO SETTLE FOR THE BOY-- AND USE HIM TO LURE CAPTAIN AMERICA TO HIS DOOM!

"THE NAZIS SPED OFF, TAKING BUCKY WITH THEM..."

...BRINGING HIM HERE, TO GREY-MOOR CASTLE, WHERE HE WAS USED TO BAIT A TRAP CONCEIVED BY MY ARCH-ENEMY, HITLER'S MASTER AGENT -- THE *RED SKULL!* A TRAP INTO WHICH I HAD TO WALK... OR BUCKY WOULD DIE!

MEMORY GUIDES CAPTAIN AMERICA DOWN THE DARK AND DUSTY HALLWAY

MEMORY GOES BEFORE HIM UP THE ANCIENT CREAKING STAIRCASE...

...PAST BURN-BLACKENED PORTRAITS -- REMINDERS OF GREYMOOR'S ONCE HONORABLE HERITAGE.

AND IT IS MEMORY, ILLUMINATING THE PAST...

...WHICH KEEPS CAPTAIN AMERICA FROM SENSING THE PERILS OF THE PRESENT.

IF THERE ARE GHOSTS AT GREYMOR CASTLE, THIS IS SURELY ONE!

BUT THE APPARITION OF SOUNDLESS STEEL HANGS BACK AS CAPTAIN AMERICA ASCENDS TO A CORRIDOR WHOSE CHARRED ROOF-BEAMS HAVE OPENED GAPING HOLES TO THE NIGHT, THE ELEMENTS...

...AND THE MEMORY-JARRING MOONLIGHT.

CELIA RAWLINGS AND HER BROTHER CEDRIC -- LORD OF GREYMOOR, SCIENTIST... AND A MAN WHO ALMOST HANDED HIS COUNTRY OVER TO THE NAZIS!

MEMORIES...

"RAWLINGS WAS AN EMBITTERED MAN, AND THE RED SKULL USED HIS TWISTED GENIUS TO PLOT ENGLAND'S DOWNFALL.

"THE FIRST PART OF THE SKULL'S PLAN INVOLVED ELIMINATING BUCKY AND ME!

NOW! REMOVE THE LEAD-LINED COVER AND EXPOSE THEM TO THE DEADLY RADIATION EMANATING FROM THE PIT BELOW!

"RAWLINGS HAD DISCOVERED SOMETHING HE CALLED ***Z-RAYS***, AND HE INTENDED TO USE THEM TO PROVE HIS WORTH TO HIS NAZI MASTERS, FOR IT SEEMED ONLY THEY WERE WILLING TO GIVE HIM THE RECOGNITION HE CRAVED!

OUT OF THE WAY, ALL OF YOU! I SHALL NOW INTENSIFY THE RADIATION!

YOU SEE, MAJOR UBERHART? WHAT I DID TO THESE TWO PLASTIC FIGURINES, I CAN DO ALSO TO THE REAL CAPTAIN AMERICA AND BUCKY!

THE RED SKULL WILL BE PLEASED, DR. RAWLINGS!

"THE RAYS REDUCED ATOMS IN SIZE."

THE NAZIS ONLY NEEDED RAWLINGS' Z-RAYS TO CONDENSE ROCKET FUEL IN ORDER TO GIVE GREATER RANGE AND STRIKING POWER TO A MIGHTY V-2 ROCKET THEY'D HAD RAWLINGS BUILD INSIDE ONE OF GREYMOOR'S ANCIENT TURRETS.

BUCKY, I, AND RAWLINGS' SISTER -- WHO HAD DEFIED THE ***NAZIS*** -- WERE TO BE PLACED INSIDE IT WHEN IT WAS LAUNCHED AT #10 DOWNING STREET... WINSTON CHURCHILL'S HOME!

CELIA RAWLINGS, APPALLED BY HER BROTHER'S TREACHERY, CREATED A DIVERSION, ALLOWING BUCKY AND I TO TACKLE THE NAZIS -- BUT CELIA WAS SHOT. HORRIFIED, CEDRIC REPENTED:--

--AND THE V-2 WAS RETARGETED TO STRIKE AT THE NAZI FORCES PINNING DOWN MY UNIT OF RANGERS IN OCCUPIED FRANCE.

I THOUGHT THE LAUNCH HAD DECIMATED GREYMOOR -- BUT ONLY PART OF THE CASTLE WAS DESTROYED.* EH? THAT GLOW FROM BENEATH THE DOOR--!

IS SOMEONE HERE BESIDES ME?!

*AS CHRONICLED IN TALES OF SUSPENSE #'S 69-71 -- JIM.

SOMEONE...OR SOMETHING!

CREAK

IN RAISING ITS ARM TO STRIKE, THIS STEEL-SHOD GHOST PROVES ITSELF POSSESSED OF RUSTY JOINTS.

WHAT IN BLAZES--?!

DIE, DEMON! YOU'LL HAUNT ME NO LONGER!

MEMORY IS BANISHED! INSTINCT COMES TO THE FORE!

CAPTAIN AMERICA TAKES THE BLOW ON HIS FAR-FAMED SHIELD!

SPLANG

IT HOLDS, AS IT HAS ALWAYS HELD!

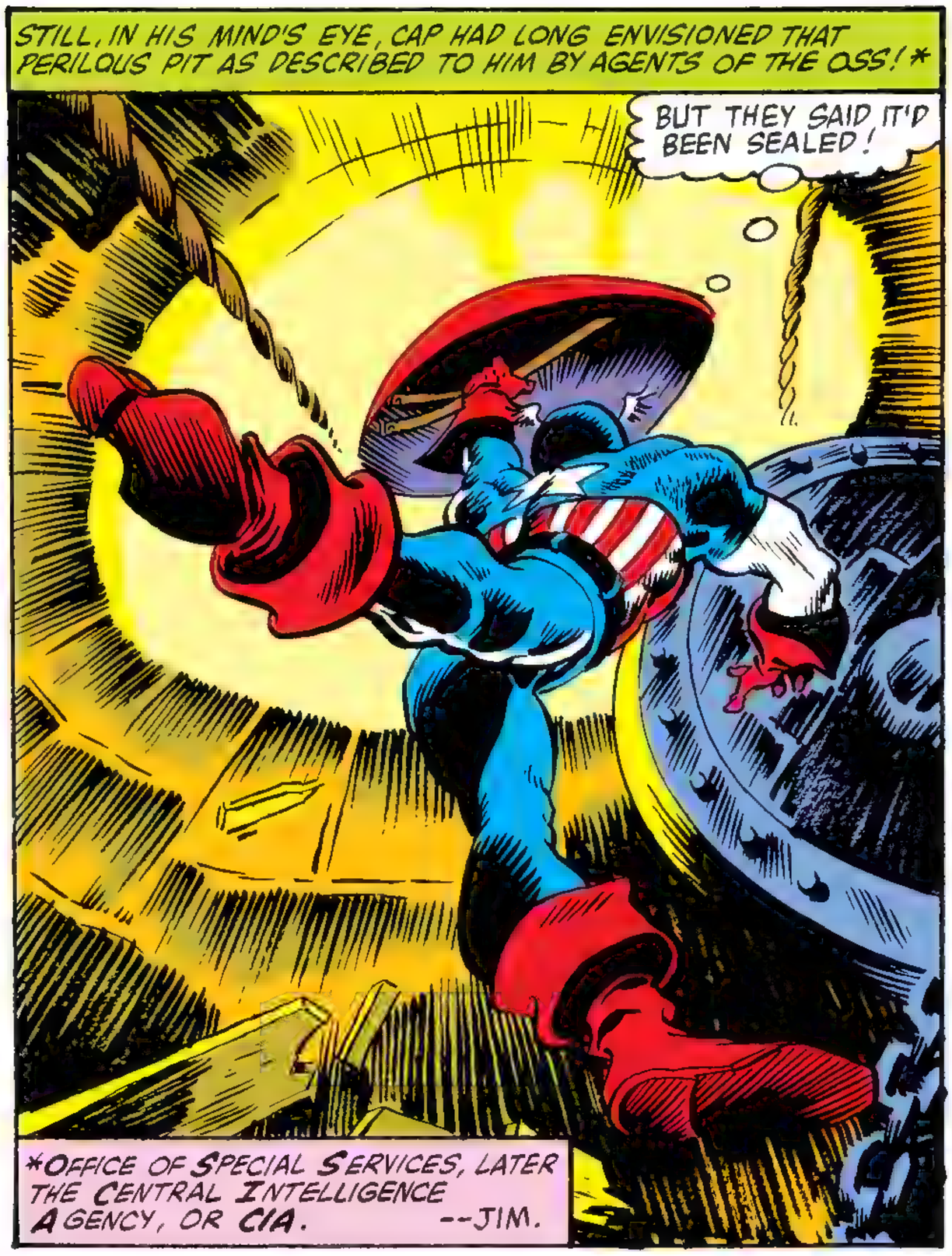
A PITY THAT THE ROTTED OAK DOOR AGAINST WHICH CAP IS DRIVEN BACK BY THE FORCE OF THE BLOW DOES NOT PROVE EQUALLY RELIABLE--

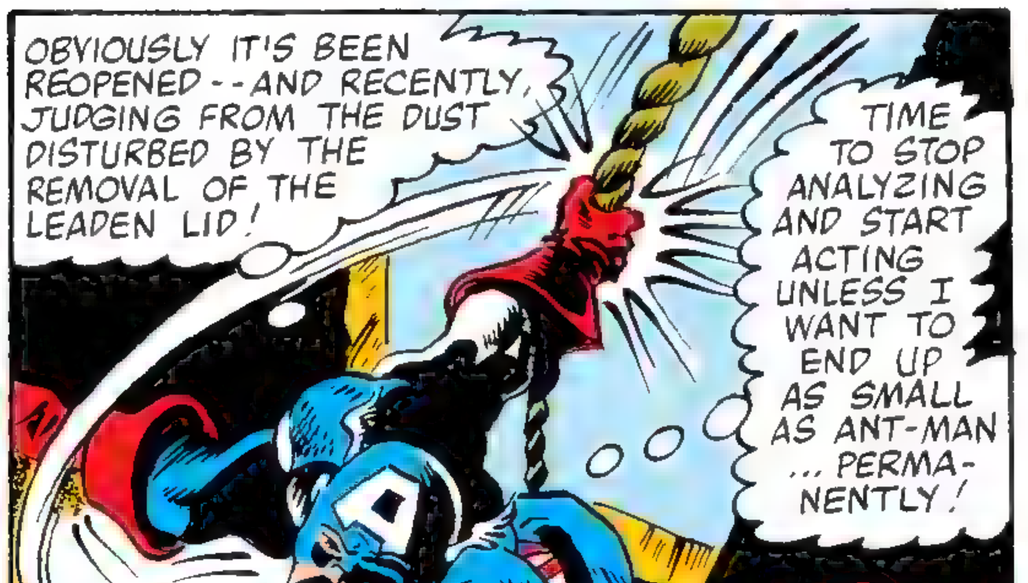
--AND THAT THE STAIRCASE ON THE OTHER SIDE OF THE DOOR HAS LONG SINCE CRUMBLED TO DUST...

...AND THAT SOME SINISTER HAND HAS SEEN FIT TO REMOVE THE LEADEN COVER FROM THE PIT CONTAINING THE STILL-DEADLY Z-RAYS!

CRASH!

FORTUNATELY, CAPTAIN AMERICA AND BUCKY HAD AFFECTED THEIR ESCAPE FROM GREYMOOR CASTLE BEFORE RAWLINGS HAD THE CHANCE TO EXPOSE THEM TO HIS MASS-SHRINKING Z-RAYS!


STILL, IN HIS MIND'S EYE, CAP HAD LONG ENVISIONED THAT PERILOUS PIT AS DESCRIBED TO HIM BY AGENTS OF THE OSS!*
BUT THEY SAID IT'D BEEN SEALED!
*OFFICE OF SPECIAL SERVICES, LATER THE CENTRAL INTELLIGENCE AGENCY, OR CIA. --JIM.


OBVIOUSLY IT'S BEEN REOPENED--AND RECENTLY, JUDGING FROM THE DUST DISTURBED BY THE REMOVAL OF THE LEADEN LID!
TIME TO STOP ANALYZING AND START ACTING UNLESS I WANT TO END UP AS SMALL AS ANT-MAN ... PERMA-NENTLY!
WITH A DEXTERITY BORN OF DECADES OF PRACTICE, CAPTAIN AMERICA ANGLES HIS FALL SO THAT HIS IMPERVIOUS SHIELD SAFEGUARDS HIM FROM THE SHRINKING RAYS...

... EVEN AS HIS GAUNTLETED HAND FLASHES OUT AND, WITH FINGERS OF STEEL, GRASPS A LIFELINE DANGLING DOWN FROM ABOVE!
FEW MEN COULD HAVE CAUGHT IT, SNAKING AS IT IS, SEEMINGLY OUT OF REACH!
FEWER STILL COULD HAVE HELD ON!

BUT HE IS **CAPTAIN AMERICA** -- THE LIVING LEGEND OF WORLD WAR II -- THE RED-WHITE-AND-BLUE AVENGER -- THE MAN FEW MEN DO NOT DREAM OF BEING!

UNFORTUNATELY, HE IS ALSO HUMAN!

THUS, THOUGH HE AVOIDS PLUNGING INTO THE PERILOUS PIT, HE CANNOT STOP HIMSELF FROM STRIKING THE TURRET WALL WITH BONE-JARRING FORCE!

CAPTAIN AMERICA FALLS, CONSCIOUSNESS SLIPPING AWAY FROM HIM--

--EVEN AS HIS ARMORED ATTACKER LEAPS INTO SPACE TOWARDS THE VERY LINE THAT SAVED CAP'S LIFE!

DOWN THE HEMPEN STRAND THE CREAKING FIGURE CLIMBS, HAND OVER METAL-ENCASED HAND!

YOU ARE NOT A DEMON, BUT A CREATURE OF FLESH AND BLOOD!

YOU ARE -- HEAVEN HELP ME, I **KNOW** WHO YOU ARE!

UTTERING THAT ENIGMATIC ANNOUNCEMENT, THE ARMORED ANACHRONISM CARRIES THE FALLEN AVENGER FROM THE CHAMBER.

BE HE KNIGHT OR KNAVE -- CAPTAIN AMERICA IS IN HIS POWER!

MEMORY RETURNS, AND WITH IT, THE DRONING OF A STRANGELY FAMILIAR VOICE...

THANK THE HEAVENS YOU ARE ALL RIGHT!

YOU-- YOU ARE *REAL*, AREN'T YOU? OF COURSE YOU ARE! YOUR SHIELD RANG AS OF OLD WHEN I STRUCK IT WITH MY MACE --YOU WERE HURT WHEN YOU STRUCK THE WALL-- YOUR BODY HAD WEIGHT WHEN I BORE YOU THROUGH GREYMOOR'S TWISTING CORRIDORS TO THIS CHAMBER!

HERE! HAVE SOME MULLED WINE! IT WILL WARM YOU AGAINST THE CASTLE'S CHILL! GO ON! DRINK IT! YOU CAN! YOU *MUST!*

FIRST YOU ATTACK ME--THEN YOU CARRY ME TO SAFETY--AND NOW YOU WANT ME TO PROVE SOMETHING TO YOU BY DRINKING YOUR WINE? WHAT??

I-- I MUST BE SURE THAT YOU ARE NOT... A *GHOST!*

CAPTAIN AMERICA STARTS --AND THEN, AS MUCH TO STEADY HIS OWN NERVES AS TO SATISFY HIS STRANGE HOST, DRINKS DEEP OF THE SPICED WINE.

DONE! NO GHOST COULD DRINK SO DEEPLY!

YOU ARE REAL, THEN-- NOT ONE OF *THEM!* BUT HOW CAN IT BE?

FOUR DECADES HAVE COME AND GONE SINCE I LAST SET EYES ON YOU! I HAVE LIVED A HUNDRED LIFETIMES SINCE THEN, YET YOU SEEM NOT TO HAVE *AGED* AT ALL!

THAT IS WHY I MISTOOK YOU FOR ONE OF *THEM*-- THE ONES WHO COME TO GREYMOOR EVERY NIGHT-- CELIA AND MAJOR UBERHART AND THE RED SKULL! THEY HAVE NEVER CHANGED WITH THE YEARS EITHER! THEY STILL *ACCUSE* ME-- STILL CALL ME *TRAITOR!*

YOU'RE *CEDRIC RAWLINGS*! BUT, GOOD LORD, MAN-- YOUR FACE...!

BURNED IN THE FIRE CAUSED WHEN WE LAUNCHED MY V-2 ROCKET!

I--I'VE RELIVED THAT MOMENT OVER AND OVER SINCE 1941. THEY-- THE GHOSTS-- NEVER LET ME FORGET.

IT'S YOUR OWN CONSCIENCE THAT'S TROUBLING YOU, RAWLINGS-- THE MEMORY THAT YOU BETRAYED YOUR COUNTRY AND BROUGHT ABOUT YOUR SISTER'S DEATH.

THAT IS WHAT I THOUGHT, TOO, CAPTAIN AMERICA...

...BUT THERE ARE *OTHER* GHOSTS HERE, *OLDER* THAN THE NIGHTMARES OF MY OWN MEMORY! THEY COME IN THE NIGHT-- SHUFFLE THROUGH THESE ANCIENT HALLS-- LIGHT FORGOTTEN ANTECHAMBERS-- LOOKING, ALWAYS LOOKING...

LOOKING? LOOKING FOR *WHAT*, RAWLINGS? EH--?!

YOU SEE? I'M NOT *CRAZY!* THERE ARE OTHERS STALKING THIS ANCIENT PILE TONIGHT BESIDES WE TWO! OTHERS!

CRASH

THE GHOSTS OF GREY-MOOR CASTLE!

CAPTAIN AMERICA DOES NOT DISBE-LIEVE THE RAVING OLD MAN...

...FOR, DID HE NOT -- LESS THAN A FORTNIGHT PAST -- SEVER THE HEAD FROM A BLOOD-LUSTING CREATURE OF THE NIGHT WITH THE EDGE OF HIS STAR-SPANGLED SHIELD?

NO, CAPTAIN AMERICA DOES NOT DOUBT THAT, IF THIS WORLD CAN PRODUCE VAMPIRES, IT CAN ALSO HOUSE GHOSTS!

IT IS JUST THAT HE WOULD PREFER TO FIND A MORE SCIENTIFIC ORIGIN FOR THE DISTUR-BANCE THAT HAS BROUGHT HIM RUNNING BEFORE HE ACCEPTS THE SUPERNATURAL!

NOTHING! BUT GREYMOOR IS OLD -- FIRE AND WEATHER-DAMAGED! MAYBE THE CRASH WAS JUST A CEILING BEAM CAVING IN --OR A SAGGING WALL FINALLY GIVING UP THE...

CRREEEEEAK

NO! ANY PLACE AS OLD AS THIS IS BOUND TO MAKE ODD NOISES! IT'S CEDRIC RAWLINGS' RAVINGS THAT HAVE ME LOOKING FOR *SPIRITS* IN CREAKING FLOORBOARDS!

AND YET, CEDRIC RAWLINGS HAS SPENT A LIFE-TIME AT GREYMOOR CASTLE.

EH?

PERHAPS IT WOULD BE BEST IF CAPTAIN AMERICA PAID HEED TO THE OLD MAN'S WARNINGS.

SHH!

THAT STONE GARGOYLE-- SHOVED FROM ITS NICHE-- TOPPLING TOWARDS ME--!!

CRAA...

NOW DO YOU BELIEVE ME? THERE *ARE* GHOSTS HERE, AND THEY WANT YOU TO *GO!*

WEIGHING A TON OR MORE, THE SINISTER STONE-MASONRY IS NEVERTHELESS DEFLECTED BY THE LIGHTNING-LIKE PRECISION WITH WHICH CAPTAIN AMERICA POSITIONS HIS SHIELD!

LOOK UP AT THE BATTLEMENTS, RAWLINGS! THERE'S SOMEONE UP THERE WHO WANTS ME TO LEAVE GREYMOOR, ALL RIGHT--

-- BUT I'D BE WILLING TO BET THAT HE'S AS ALIVE AS YOU OR I!

BUT WHO-- ??!

THAT'S WHAT I INTEND TO FIND OUT! YOU STAY HERE-- WHILE I SEE IF A "GHOST" CAN BE TAKEN IN FOR ATTEMPTED MURDER!

LEAPING TO THE ANCIENT DRAPES, CAPTAIN AMERICA USES THEM TO CLIMB THROUGH THE COLLAPSED CEILING TO THE BATTLE-MENTS ABOVE...

...LEAVING IN HIS WAKE A SLIGHTLY SENILE CEDRIC RAWLINGS WHO CANNOT HELP BUT WONDER WHETHER THIS PERPETUALLY YOUTH-FUL HERO IS IMMORTAL.

LOCKED AWAY INSIDE GREYMOOR, ALONE WITH HIS GUILT, RAWLINGS NEVER LEARNED THAT YEARS SPENT IN SUSPENDED ANIMATION KEPT CAPTAIN AMERICA FROM AGING AS OTHER MEN.

FINALLY, CAP REACHES THE NARROW FOOTPATH ATOP ONE OF GREYMOOR'S FEW SURVIVING WALLS...

IT'S DARK UP HERE-- CLOUDS COVERING THE MOON! CAN'T SEE MY SHADOWY ATTACKER...

... BUT I **HEARD** THE SWISHING OF THE METAL SPHERES HE HURLED AT ME AS THEY SLICED THROUGH THE AIR IN TIME TO BRING UP MY SHIELD!

SHTAK

SHTAK

ACID!

THE LETHAL LIQUID DRIPS HARMLESSLY OFF OF CAP'S IMPERVIOUS SHIELD!

IF I'D BEEN JUST A FRACTION OF A SECOND SLOWER--!

SSSSS

BUT THAT SHOULD SET TO REST ANY LINGERING DOUBTS ABOUT MY FOE BEING OF SUPERNATURAL ORIGIN!

GHOSTS DON'T NEED TO HURL ACID--

--AND SOMETHING THAT CAN'T BE CAUGHT DOESN'T NEED TO FLEE!

THIS CORRIDOR ENDS IN A TURRET STAIRWAY!

IF I GO DOWN IT, I MAY RUN INTO MY "GHOST" LYING IN WAIT WITH MORE NASTY SURPRISES!

SO I'LL CUT HIM OFF BY TAKING THE EXPRESS ELEVATOR!

AH! THAT LIGHTNING FLASH MAKES THINGS EASIER!

WITH THE SUREFOOTEDNESS OF A CAT, CAPTAIN AMERICA MAKES THE MOST OF THE BRILLIANT BURSTS OF ELEMENTAL FURY...

...TO RACE ALONG FROM BEAM TO BURN-BLACKENED BEAM, AVOIDING GAPING HOLES WHICH COULD PLUMMET HIM THROUGH THE ROOF TO THE DIZZY DEPTHS BELOW--

--UNTIL HE CHOOSES THE TIME AND PLACE OF HIS DESCENT!

WHAT?! THE ACCURSED AVENGER IN FRONT OF ME?! HOW?!!

A COMBINATION OF TWO INGREDIENTS CALLED *STRATEGY* AND *SKILL*, FRIEND!

YOU'VE STRUCK AT ME TWICE FROM THE SHADOWS TONIGHT, MISTER--AND I WANT TO KNOW *WHY!*

YOU'LL GET NOTHING FROM ME SAVE A SWIFT DEATH, SHIELD-SLINGER...

...A FATE YOU ESCAPED BY ONLY THE MEREST HAPPENSTANCE WHEN LAST WE FOUGHT!

YOU! THE DEMON DRUID!

THAT'S NOT HOW *I* REMEMBER IT! YOU WERE SO SCARED YOU SUFFERED AN EMOTIONAL COLLAPSE EVEN *BEFORE* I BEAT YOU!*

*SEE *CAPTAIN AMERICA* #188 FOR THE DRUID'S DEFEAT AND ESCAPE. --JIM.

LIAR! **YOU** WERE BEATEN -- BROKEN BY THE PSYCHOLOGICAL ASSAULT OF MY MACHIAVELLIAN **MURDER-MAZE!** ONLY THE FORTUITOUS ARRIVAL OF S.H.I.E.L.D.* SAVED YOU FROM TOTAL ANNIHILATION!

*SUPREME HEADQUARTERS INTERNATIONAL ESPIONAGE LAW-ENFORCEMENT DIVISION -- JIM.

YOU'RE LIVING IN A FANTASY WORLD, DRUID! S.H.I.E.L.D. MERELY HELPED MOP UP!

YOU AND YOUR COWLED CUT-THROATS WERE AS INSIPID A SQUAD OF STUMBLEBUMS AS I'D EVER SEEN!

AS A MATTER OF FACT, NOW THAT I RECALL SCANNING YOUR S.H.I.E.L.D. FILE --

-- YOU'VE NEVER BEEN ANY-THING **BUT** A FAILURE, FOR ALL YOUR TRAPPINGS OF ANCIENT OCCULTISM MERGED WITH MODERN SCIENCE!

CURSE YOU, CAPTAIN AMERICA! I'LL NOT LET YOU MOCK ME WITH MY OWN INADEQUACY!

YOU ADMIT IT? THAT'S ONE FOR THE BOOKS!

AND NOW YOU FORSAKE YOUR ALCHEMICAL BAG OF MURDEROUS TRICKS FOR A MORE DIRECT APPROACH?!

SCHLUNK

EH? THAT **HOLLOW** SOUND WHEN THE DRUID'S AXE STRUCK A PARTICULAR STONE IN THE WALL -- ?! NO TIME TO DWELL ON THAT NOW....!

I'LL DESTROY YOU ANY WAY I HAVE TO, AVENGER!

I'VE SPENT MONTHS SINCE MY ESCAPE HAUNTED BY MY CONSTANT FAILURE! THAT'S WHY I CAME HERE!

WANG

OLD DRUID LORE HAS IT THAT THERE IS A *SECRET* HIDDEN AT GREYMOOR CASTLE...

...AN ANCIENT SOURCE OF ARCANE ALCHEMICAL KNOWLEDGE THAT COULD MAKE ME...

LET ME GUESS... THE *"MIGHTIEST MORTAL ON THE FACE OF THE EARTH"?*

SORRY, DRUID-- THERE'S A CERTAIN GREEN-SKINNED GOLIATH WHO'S HAD A PATENT ON *THAT ONE* FOR YEARS! AND, AS MENACES GO, YOU'RE NO-WHERE NEAR BEING IN THE HULK'S LEAGUE!

SO WHY DON'T YOU JUST GIVE UP AND SAVE US BOTH A LOT OF WASTED ENERGY?

NEVER! NOT WHILE I STILL POSSESS A SINGLE ONE OF MY ALCHEMICAL EGGS!

THE DEADLY OVOIDS CLEAVE THE AIR...

...SHATTERING WITH A SEEMINGLY IMPOTENT SEETHING OVER THE STONEWORK AT CAPTAIN AMERICA'S FEET!

SHRAK

SHTAK

SSSSS

YOU'RE THROUGH, DRUID! YOU MISSED! WHA--?! THE *FLOOR!*

IT'S CRUMBLING AWAY! AND, WAITING THERE BENEATH ME...

BUT, EVEN AS CAPTAIN AMERICA CLAWS FOR A HAND-HOLD...

...THE DEADLY *Z-RAY PIT!!*

MY POWERS *ARE* INSIGNIFICANT, CAPTAIN AMERICA -- PITIABLE, LAUGHABLE, HARDLY WHAT YOU COULD CALL SUPER-POWERS AT ALL!

I CAME TO GREYMOOR TO RECTIFY THAT--TO FIND THE OLD DRUID BOOK AND BE REBORN!

AND HOW UTTERLY FITTING THAT MY ASCENSION TO SUPREME POWER SHOULD COINCIDE--

--WITH YOUR *DOWNFALL!*

NO! I WON'T LET CAPTAIN AMERICA DIE AT GREYMOOR! I CAN'T LIVE WITH ANY MORE *GHOSTS!*

WHO--?!

RAWLINGS!

THE OLD MAN! I'D FORGOTTEN ABOUT HIM!

AND NOW HE'S HURLING US BOTH OVER INTO THE PIT!!

HE MUST HAVE BEEN WATCHING -- THOUGHT ME HELPLESS TO AVOID THE DRUID'S AXE -- AND DECIDED HIS CONSCIENCE WOULDN'T LET HIM LIVE IN PEACE IF HIS Z-RAYS DESTROYED ME!

BUT I WAS ABOUT TO BACK-FLIP OUT, NOW I'VE GOT TO REPOSITION MYSELF AND TRY TO SAVE EITHER RAWLINGS OR THE DRUID!

THERE IS REALLY NO TIME FOR CHOOSING!

CEDRIC RAWLINGS IS NEARER TO CAPTAIN AMERICA'S DOWNSTRETCHED HAND, AND THUS IT IS HE WHO IS SAVED! AS FOR THE DEMON DRUID...

NO! HELP ME, PLEASE!

I--I CAN'T DIE -- NOT LIKE THIS!

IT'S SO... *USELESS!*

WHETHER HE SHRINKS OUT OF EXISTENCE BEFORE HE HITS BOTTOM WILL FOREVER BE A SUBJECT OF CONJECTURE!

THE DRUID! SHRUNK OUT OF SIGHT, OR...!

WHAT DID HE MEAN, CAPTAIN AMERICA, ABOUT A SECRET HIDDEN AT GREYMOOR CASTLE?

YOU TELL ME! HOW **OLD** IS GREYMOOR, RAWLINGS?

CENTURIES! THIS HALL IN PARTICULAR WAS SAID TO HAVE BEEN BUILT BY THE ROMANS OVER AN ANCIENT DRUID BURIAL GROUND!

THE STONES THEMSELVES COME FROM DEMOLISHED DRUID TEMPLES!

AND IT WAS IN **THIS** HALL THAT THE DEMON DRUID CONCENTRATED HIS SEARCH--

--KEEPING **YOU** OUT BY PREYING ON YOUR DREAD OF GHOSTS!

BUT I HEARD A HOLLOW SOUND WHEN, IN ATTACKING ME, THE DRUID'S AXE STRUCK A CERTAIN STONE!

SCHUNG

THAT STONE!

A HIDDEN CACHE IN THE WALL! I NEVER SUSPECTED--!

THE DRUID DID, PROBABLY LEARNING OF IT FROM AGES-OLD TEXTS HE'D GOTTEN HIS HANDS ON!

THE ANCIENT DRUIDS WERE A POWERFULLY MYSTICAL SECT-- REPUTEDLY STEEPED IN ARCANE ALCHEMICAL LORE! IF THIS TOME HOLDS THE SECRETS TO THEIR POWER...

THEN IT'S A GOOD THING IT DIDN'T FALL INTO THE HANDS OF THEIR SELF-STYLED ANCESTOR!

YES, HE WOULD HAVE USED IT ONLY FOR EVIL! BUT PERHAPS I COULD FATHOM ITS SECRETS AND, BY DOING GOOD, EXORCISE FROM MY MIND THE SPIRITS OF ALL THOSE I'VE WRONGED!

THE BOOK IS **YOUR** PROPERTY, RAWLINGS...

YOU TAKE IT, CAPTAIN--FAR AWAY, TO AMERICA! I MUST FIND SOME OTHER WAY TO FREE MYSELF FROM MY GHOSTS!

I HAVE A FRIEND-- A SISTER AVENGER. PERHAPS THE SCARLET WITCH CAN DECIPHER THESE ANCIENT RUNES?

PERHAPS, BUT THAT IS A TALE FOR ANOTHER TIME--AND ANOTHER PLACE.

NEXT **WOULDJA BELIEVE... THE INCREDIBLE HULK?!!**

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CAPTAIN AMERICA

IN LONDON LURKS... THE HULK!

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MILGROM

...AND WAIT TILL YOU SEE THE GRUESOME GAMMA-DROID!

1940! As the world teetered on the brink of global war, frail ***Steve Rogers*** entered a secret laboratory and was transformed into the American ***super-soldier!*** For four thrilling years, he battled the Axis powers — until a freak stroke of fate threw him into ***suspended animation.*** When he awoke, he was a man decades out of his time! Since that fateful day, Steve Rogers has sought his destiny in this brave new world!

Stan Lee PRESENTS: CAPTAIN AMERICA!®

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SLEEPING FITFULLY IN A SLEAZY HOTEL SOMEWHERE IN THE MID-WEST, DOCTOR **BRUCE BANNER** HEARS THE FOOTSTEPS! HE THINKS THEY ARE JUST PART OF HIS NIGHTMARE, THE NIGHTMARE WHICH HAUNTS HIM--WAKING OR SLEEPING. THE NIGHTMARE WHICH REMINDS HIM THAT--DUE TO A FREAK EXPOSURE TO INTENSE GAMMA RADIATION--HIS BODY MAY ALTER... CHANGE INTO THE GARGANTUAN GREEN GOLIATH MEN CALL: THE HULK!

HE REALIZES, TOO LATE...

...THIS NIGHTMARE IS REAL!

WHA-?! GET OUT OF HERE, BEFORE I...

GAS! ÷KAFF KAFF÷

DEADLY ANNIVERSARY!

SOMETIME LATER, A MAN FROM THE UNITED STATES DEPLANES IN NORTHERN ENGLAND. BUT HE IS MORE THAN JUST A VISITOR--HE IS THE LIVING SYMBOL OF HIS COUNTRY--

HE IS CAPTAIN AMERICA!

I SAW YOU CHATTING WITH HIM, NANCY--I'VE ALWAYS BEEN UNDER THE IMPRESSION THAT THESE SUPER HERO TYPES ARE A STUFFY LOT.

NOT AT ALL, DEREK! HE'S A WARM, SENSITIVE PERSON. I CAN'T SEE...

"...HOW ANYONE COULD DISLIKE HIM!"

OUR INFORMATION WAS CORRECT--'E'S 'ERE! CAPTAIN AMERICA IS HERE!

HAILING A TAXI, CAPTAIN AMERICA RIDES IN SILENCE FOR SOME TIME, HIS THOUGHTS CONCERNED ONLY WITH THE ABANDONED AIRFIELD WHICH IS HIS DESTINATION...

YOU SURE YOU WANT OUT 'ERE, MATE? IN THE MIDDLE OF NOWHERE?

THIS WILL BE FINE, THANK YOU!

WHY, THANK YOU, GUV'NOR! YOU 'AVE A NICE DAY, 'EAR?

THE CAB CHUGS OFF NOISILY, BUT CAPTAIN AMERICA HAS ALREADY FORGOTTEN IT...

STRIDING TO THE CLIFFS OVERLOOKING THE NORTH ATLANTIC, THE RED, WHITE AND BLUE AVENGER STANDS SILENTLY, AS THE RAYS OF THE SETTING SUN PLAY OVER HIM.

HE SHOWS NO SIGN OF THE EMOTIONS CHURNING WITHIN HIM...

...BUT GAZES OUT TO SEA, STEEL-BLUE EYES UNFOCUSED...

...AS THOUGH HE COULD SEE BEYOND THE WHITE-CAPPED WAVES!

ABRUPTLY, THE SPELL IS SHATTERED!

WHA--?!

SSSS

GAS!

UHHH... BLAST! I REACTED TOO SLOWLY...

...I'VE ALREADY INHALED SOME OF THE FUMES! BUT WHO--?

AS IF IN ANSWER TO HIS UNVOICED QUERY, HE IS SEIZED BY MEN WHO SEEM TO HAVE SPRUNG FROM THE EARTH ITSELF!

LET'S TAKE HIM!

WHUNK

LOOK OUT!

HIT HIM AGAIN!

UNGH! HE'S ONLY ONE GUY! WHY WON'T HE GO DOWN?!

CAPTAIN AMERICA FIGHTS BACK VALIANTLY, BUT WEAKENED BY THE GAS, THE ODDS ARE HOPELESS... THE OUTCOME INEVITABLE!

MIND AND BODY NUMBED BY THE GAS, CAP SUCCUMBS TO THE TORRENT OF BLOWS!

GET HIM ABOARD, QUICKLY NOW!

NO RUSH! WE'RE AHEAD OF S'HEDULE!

WE *CAN'T* RUSH WITH THIS ONE! HE FEELS LIKE HE WEIGHS A *TON!*

SOMETIME LATER, CAP STRUGGLES BACK TO CONSCIOUSNESS, TO BE CONFRONTED BY...

WHA... WHO ARE YOU?!

MY REAL NAME WOULD BE MEANINGLESS TO YOU, CAPTAIN AMERICA...

SO YOU MAY REFER TO ME BY MY TITLE AS THE LEADER OF THIS ORGANIZATION! I AM THE *MASTER OF MATRIX EIGHT...*

...FORMER ASSISTANT TO YOUR DECEASED ARCH-FOE, *BARON ZEMO!*

ZEMO! IT'S FITTING THAT I SHOULD MEET MY OLD ENEMY'S HENCHMEN TODAY, OF ALL DAYS!

YOU WILL MEET MORE THAN HIS HENCHMEN, GOOD CAPTAIN-- YOU WILL ALSO MEET OUR NEWEST *PROJECT,* AS WELL!

GUARDS! WATCH HIM CLOSELY-- HE IS ALWAYS DANGEROUS!

I'M STILL TOO GROGGY FROM THE GAS TO FIGHT THEM... I'LL BIDE MY TIME, TRY TO FIND OUT WHAT THEIR PLAN IS... AND WHERE I *AM!*

AS CAP IS MARCHED PAST A ROW OF CELLS LINING THE CORRIDOR...

...HIS ECHOING FOOTSTEPS AWAKEN A PRISONER THEREIN!

C-CAP..?

CAPTAIN AMERICA! IT'S ME, BRUCE BANNER! THEY CAPTURED ME... *DRUGGED* ME! YOU'VE GOT TO--

--CAP?

*THE STAR-SPANGLED AVENGER'S SILENCE IS AS **COLD** AS THE STONE WALLS IMPRISONING BANNER...*

...AND MUCH MORE OMINOUS.

PLEASE, YOU'VE GOT TO HELP...

...ME...

*AS HIS LAST HOPE FOR ESCAPE ROUNDS A CORNER, BRUCE BANNER SUCCUMBS TO **DESPAIR!***

YOU SEE, CAPTAIN, WE ARE AN *EXTRA-LEGAL* SCIENTIFIC RESEARCH AGENCY...

...ESTABLISHED AFTER WORLD WAR II BY FLEEING WAR CRIMINALS!

THUS WE ARE PRIVY TO MANY TOP-ECHELON NAZI *SECRETS*, AND ALL OF THEIR UNRECOVERED *GOLD!*

WITH THAT GOLD, WE ESTABLISHED THIS BASE, SECRETED BUNKERS BENEATH *ENGLAND* ITSELF!

IT AMUSED ME TO TO TWIST THE SYMBOL OF NAZISM... THE SWASTIKA...TO FORM THE NUMBER *EIGHT*, FROM WHICH MATRIX EIGHT TAKES ITS NAME!

WE DEVELOP AND TEST WEAPONS, SELLING THEM TO THE HIGHEST BIDDER--A.I.M., THE MAGGIA, EVEN *HYDRA!*

*THE SELF-STYLED "MASTER OF MATRIX 8" DRONES ON, MISTAKING CAPTAIN AMERICA'S **SILENCE** FOR THE TACITURNITY OF THE **DEFEATED.***

CAP'S SENSES ARE ACTIVE, THOUGH, AS THEY SWEEP THE NEXT CORRIDOR.

HE SEES A CEILING TILE BOWED BY A WEIGHT FROM ABOVE...

...HE HEARS A HOLLOW ECHO BENEATH HIS FOOT FROM A CERTAIN SECTION OF THE CORRIDOR FLOOR...

...HE FEELS HEAT BEHIND THE THICK WALL AS HE BRUSHES AGAINST IT...

...AND HE SMELLS THE NIGH-IMPERCEPTIBLE ODOR OF NATURAL GAS TAINTING THE AIR...

...UNTIL...

OUR RESEARCH ON DR. BANNER'S RATHER UNIQUE METABOLISM HAS PRODUCED THIS... A BEING AS POWERFUL AS *THE HULK*, BUT GUIDED SOLELY BY *MY WILL*...

...THE GAMMADROID!

OUR SOURCES REPORTED THAT YOU COME HERE EVERY YEAR, GOOD CAPTAIN -- THAT IS HOW WE KNEW TO *AMBUSH* YOU!

BY PITTING THE GAMMADROID AGAINST YOU, WE SHALL BE ABLE TO TEST ITS PROWESS AND DESTROY YOU, THUS AVENGING OUR BELOVED BARON ZEMO, IN THE PROCESS!

I'VE SEEN ENOUGH! THE GAS HASN'T WORN OFF COMPLETELY, BUT I'LL NEVER HAVE A BETTER CHANCE TO ESCAPE THAN--

--NOW!

AFTER HIM! IF HE MAKES IT DOWN THE CORRIDOR, HE MAY ESCAPE!

BANG SPWEE

TAKKA TAKKA TAKKA

A MACHINE GUN! AND I THOUGHT IT WOULD BE SOMETHING *DIFFICULT!*

HE IS CAPTAIN AMERICA, THE FINEST HUMAN FIGHTING MACHINE ALIVE--

AND I COULD DODGE THIS HEAT-RAY IN MY SLEEP!

CRRRRZ

I *WONDERED* WHAT THEY HAD CONCEALED UNDER THESE FLOOR-BOARDS...AN ACID BATH!

I'LL HAVE TO DUCK LOW AS SOON AS I CLEAR IT-- NO TELLING WHAT'S HIDDEN BY THAT CEILING TILE...

HSSSSSSS

WHOOOM

THE SMELL OF GAS INDICATES A FLAME-THROWER HIDDEN IN THE CORRIDOR-- BUT MY SHIELD'S PROTECTED ME FROM LOTS WORSE!

TOO BAD I DON'T HAVE ANY EGGS, THOUGH... I COULD FIX MYSELF SOME BREAKFAST!

FIND HIM, YOU FOOLS! HE MUSTN'T REACH *BANNER!* TAKE THE GAMMADROID WITH YOU!

SORRY TO SPOIL YOUR LITTLE PARTY...

...BUT THE GUEST OF HONOR HAS TO LEAVE!

BANNER? DOCTOR BANNER!!

C-CAP? BUT I THOUGHT YOU'D ABANDONED ME...

IT WOULD HAVE BEEN SUICIDE TO TRY TO FREE YOU WITHOUT KNOWING THEIR LAY-OUT AND WEAPON-RY, BANNER! WE'VE GOT TO GET OUT OF HERE FAST! CAN YOU TRAVEL?

SKREEEE

I--I DON'T KNOW... THEY DRUGGED ME... SO WEAK...

SNAP OUT OF IT! THE GUARDS WILL BE HERE ANY SECOND NOW...

OH, WELL... LOOKS LIKE I'LL HAVE TO BUY US A LITTLE MORE TIME!

LEAVING THE GROGGY BRUCE BANNER BEHIND, THE LIVING LEGEND OF WORLD WAR II ONCE AGAIN BATTLES THE FORCES OF TYRANNY!

WHUD

WHAZG

THIS IS THE WORK HE WAS CREATED FOR, AND HE HAS NEVER SHIRKED!

HE'S OFF-BALANCE.

GET HIM!

OOF...LUCKY PUNCH! BUT I'LL JUST ROLL WITH THE MOMENTUM, AND--

SUDDENLY...

STAR-MAN! COME TO HULK!

BLAZES! BANNER MUST HAVE GOTTEN TOO EXCITED, AND BECOME THE HULK! I HADN'T COUNTED ON THIS...

...BUT MAYBE I CAN USE IT TO MY ADVANTAGE!

HOW DID HULK GET HERE? WHY IS STAR-MAN FIGHTING MEN?

THESE MEN ARE YOUR *ENEMIES*, HULK! THEY-- THEY WORK FOR *BANNER!*

BANNER?! HULK HATES BANNER! HULK WILL SMASH BANNER'S, PUNY MEN!

BUT GENTLY, HULK!

I *THOUGHT* THE HULK'S IRRATIONAL HATRED OF HIS ALTER-EGO WOULD GET HIM FIGHTING MAD! NOW IF WE CAN JUST ESCAPE..!

BUT THE NEXT SECOND...

THAT PANEL-- OPENING! I DON'T KNOW WHAT IT IS, BUT IT CAN'T BE ANYTHING GOOD!

LOOK OUT, HULK!

BUT THE HULK IS UNABLE TO AVOID THE THICK, WHITE FLUID THAT ISSUES FROM THE NOZZLE!

HUH? STICKY STUFF *FALLS* ON HULK!

THAT "STUFF" IS ZEMO'S *ADHESIVE X*, THE MOST POWERFUL GLUE KNOWN TO MAN! IF ADHESIVE X CAN HOLD THE HULK--!

WHITE STUFF HOLDS HULK--STICKS TO HULK--BUT HULK WILL BREAK FREE..!

HAVE TO GET OUT OF HERE BEFORE THE GAMMA-DROID ARRIVES!

I'M NOT SURE EVEN THE HULK COULD BREAK ADHESIVE X ON HIS OWN--

--BUT PERHAPS WITH ME LENDING A HAND...OR SHIELD!

KLANG

HUH? WHY DOES STAR-MAN HIT HULK WITH PLATE? HULK DOESN'T LIKE IT!

ADHESIVE X IS AS TOUGH AS EVER... MY SHIELD CAN'T EVEN CHIP IT! ALL I'M DOING IS MAKING THE HULK MAD!

I HIT YOU BECAUSE YOU ARE *WEAK* AND *STUPID*, HULK! YOU CANNOT EVEN BREAK THE STICKY STUFF!

WHANG

NO! DON'T HIT HULK! YOU MAKE HULK *MAD!*

BUT CAPTAIN AMERICA CONTINUES HIS VERBAL AND PHYSICAL ASSAULT!

STOP! *HULK SAYS STOP!*

IT'S WORKING! HE'S GETTING ANGRY!

THE MAN-MONSTER'S RAGE BUILDS...

NO! *NO!*

C-R-R-R-

...AND THE *MADDER* THE HULK GETS...

...THE STRONGER THE HULK GETS!

CAPTAIN AMERICA IS AWED--THE HULK HAS BROKEN ADHESIVE X... A FEAT THAT NO PHYSICAL FORCE HAS EVER ACCOMPLISHED!

BUT THE GREEN BEHEMOTH'S MIND IS FILLED **NOT** WITH HIS ACHIEVEMENT...BUT WITH SAVAGE **RAGE!**

NOW HULK WILL *SMASH* STAR-MAN!

MY PLAN WORKED... SO FAR!

JUDGING BY THAT SHADOW, THE GAMMA-DROID'S JUST ABOUT TO TURN THE CORNER! IF I CAN TIME THIS RIGHT--

--THE HULK CAN USE *HIM* AS A SPARRING PARTNER... INSTEAD OF *ME!*

NO ROOM FOR THE HULK TO LEAP IN THESE CORRIDORS! IF I CAN JUST STAY AHEAD OF HIM, UNTIL--

BUT AS CAP ROUNDS THE CORNER...

BLAST! THE GAMMADROID'S EVEN CLOSER THAN I THOUGHT! ONLY ONE CHANCE..!

THEY BOTH WANT ME... IF I CAN ELUDE THEM... SLIDE BETWEEN THE GAMMADROID'S LEGS...

CAP'S STRATEGY IS A SUCCESS! THE GAMMADROID AND ITS PROGENITOR ABRUPTLY MEET, AND THEIR QUARRY AVOIDS THEM BOTH!

GET OUT OF HULK'S WAY, MONSTER...OR HULK WILL HIT YOU!

WHAM

BUT THE GAMMADROID CAN DO MORE THAN ATTACK! IT CAN ALSO DEFEND ITSELF-- AND THE HULK CERTAINLY QUALIFIES AS AN AGGRESSOR!

LET GO OF THE HULK, MONSTER, OR HULK WILL SMASH YOU, TOO!

MEANWHILE, HAVING FOUND THE NERVE CENTER OF MATRIX 8, CAPTAIN AMERICA HAS BEEN DOING SOME SMASHING OF HIS OWN...

THE ALARMS WILL WARN THE PERSONNEL... NOW IF I CAN JUST FIGURE OUT SOME WAY TO GET THE HULK OUT OF HERE...!

THAT DOES IT! I'VE SABOTAGED ALL THEIR INTERNAL SYSTEMS -- IN FIVE MINUTES, THIS PLACE WILL EXPLODE!

AND IN THE CORRIDOR...

SNAP!

HAH! NOW MONSTER FALLS--

--AND HULK CAN SMASH STAR-MAN!

NO MORE SMASHING, HULK -- YOU'VE GOT TO LISTEN! THIS PLACE IS GOING TO--

SHUT UP! STAR-MAN CALLED HULK NAMES, TRIED TO HURT HULK! NOW STAR-MAN TRIES TO GET AWAY--

ARRRRGH! HE WON'T LISTEN! MY SHOULDER--!

--BUT HULK WON'T LET HIM GET AWAY!

CRUMMM

HE'S JAMMED THE ESCAPE HATCH SHUT--BUT THIS PLACE IS GOING TO EXPLODE ANY MINUTE NOW!

NOW HULK WILL--HUH?! GAS!

BETTER HOLD MY BREATH, THAT GAS MIGHT BE POISONOUS!

GAS: ONE OF THE FEW WEAPONS EFFECTIVE AGAINST THE HULK--

--AND THIS GAS SEEMS TO AFFECT HIM MORE THAN ANY OTHER!

HULK CAN'T SEE... FEELS WEAK..!

THAT GAS SEEMS TO WEAKEN THE HULK-- BUT NOW, WHILE HE'S HALF BLINDED AND CONFUSED...

...MAYBE I CAN PLAY MATADOR--AND SAVE BOTH OUR SKINS!

MY GAS HAS BEATEN YOU, HULK! YOU ARE TOO WEAK TO FIGHT!

WEAK?-- NO!

HULK IS STRONGEST ONE THERE IS!

IT WORKED! HE WAS AIMING AT MY SHIELD, BUT WHEN I YANKED IT ASIDE, HE UNJAMMED THE ESCAPE HATCH!

BUT SUDDENLY...

WHA--? THE HULK IS COLLAPSING! THE GAS... IT'S TURNING HIM BACK TO BRUCE BANNER!

UHHHHH...

THE AVENGER WASTES NO TIME IN ENTERING THE ESCAPE HATCH, AND SOON...

THAT GAS MUST HAVE BEEN A DEFENSE AGAINST EITHER THE HULK OR THE GAMMADROID GOING BERSERK... IT SURE SAVED *MY* HIDE...

I SURE AM GLAD BANNER'S NOT ANY HEAVIER, THOUGH-- MY SHOULDER'S KILLING ME!

MEANWHILE, BELOW...

THE HULK'S RAMPAGE MIGHT HAVE WEAKENED THE NETWORK OF PIPES CONTAINING ADHESIVE X-- I'D BETTER TAKE SOME SOLVENT IN CASE ANY ADHESIVE X LEAKED OUT!

BLAST THOSE TWO! NOT EVEN ADHESIVE X COULD STOP THEM! THEY'LL PAY, THOUGH, ONCE I REACH *SAFETY!*

ADHESIVE X SOLVENT

SPLOP

AT THAT MOMENT, THE WEAKENED CEILING CRUMBLES, SHOWERING THE MASTER OF MATRIX 8 WITH THE VERY SUBSTANCE HE DREADS!

NO! ADHESIVE X HAS GLUED ME TO THE SPOT! I CAN'T MOVE!

THE SOLVENT... GOT TO REACH THE SOLVENT! ANY MINUTE NOW, THIS ENTIRE COMPLEX WILL--

EXPLODE! CAPTAIN AMERICA'S SABOTAGE CAUSES EXPLOSION AFTER THUNDROUS EXPLOSION, DESTROYING THE SECRET COMPLEX KNOWN AS MATRIX 8!

NO! NOOOOO...

WHWHOOM

ONLY ONE LIFE IS LOST IN ALL THE DESTRUCTION-- AS THE ONCE-MASTER OF MATRIX 8 BECOMES ITS FINAL VICTIM!

WHILE HUNDREDS OF FEET ABOVE, CAPTAIN AMERICA, HAVING JUST DESTROYED ANOTHER WOULD-BE TYRANT...

...IS NOW PERFORMING A TASK HE FEELS EVEN MORE IMPORTANT...

...SAVING THE INNOCENT VICTIM OF THAT TYRANT!

C-CAP *COUGH*

HOLD STILL, BRUCE! DON'T STRUGGLE, IT'S ONLY A MILE TO SHORE!

A--A MILE?!

AND SOON...

CAN YOU WALK, BRUCE? ANY BONES BROKEN?

DON'T THINK SO, CAP... I DON'T KNOW HOW YOU KNEW I'D BEEN CAPTURED, BUT THANKS FOR THE RESCUE!

MY PLEASURE, BRUCE, BUT--

--I DIDN'T COME HERE TO FREE YOU!

BUT THEN... WHY--?

ALL QUESTIONS ARE MOMENTARILY FORESTALLED, AS THE PREDAWN SKY BECOMES AS BRIGHT AS NOON!

WELL! SEEMS I HAVEN'T LOST MY TOUCH AT SABOTAGE, AFTER ALL THESE YEARS!

WHOOOOOM!

Y-YOU CAN SAY THAT AGAIN!

YOU DESERVE AN EXPLANATION, BRUCE-- "MATRIX 8" MUST HAVE SEEN ME COMING HERE, ON THIS DATE, EVERY YEAR. THEY KNEW I COME HERE...

...BUT THEY DIDN'T KNOW WHY!

WHY *DO* YOU COME BACK, CAP?

IT WAS AT THE END OF WORLD WAR II-- OVER THIRTY YEARS AGO ***TODAY*** THAT I--THAT HE...

THE WORDS CATCH IN HIS THROAT... ALL BUT ONE...

...BUCKY...

HE TRIED TO STOP ZEMO'S FLYING BOMB BY HIMSELF... I CAN STILL HEAR HIS LAST WORDS, AFTER ALL THESE YEARS...

BUCKY! LET GO! IT MIGHT BE ***BOOBY-TRAPPED!*** YOU CAN'T DEACTIVATE THE BOMB WITHOUT ME! ***DROP OFF!***

YOU'RE ***RIGHT,*** CAP! I SEE THE FUSE! IT'S GONNA ***BLOW!***

IT EXPLODED, BRUCE-- WITH BUCKY RIGHT ON TOP OF IT! I... NEVER EVEN HAD A CHANCE TO SAY GOODBYE TO HIM!

I KNOW HOW IT HURTS TO LOSE SOMEONE CLOSE, CAP... BUT IF YOU WANT TO TALK TO SOMEONE...

THANKS, BRUCE!

TWO MEN: ONE, CURSED BY GAMMA RADIATION TO BECOME THE HULK...

THE OTHER, HAUNTED BY MEMORIES OF A LOST PARTNER. TWO MEN, WHO USUALLY WALK THEIR SOLITARY PATHS, ALONE...

...TWO MEN WHO HAVE FOUND THAT THE BURDEN OF LONLINESS CAN SOMETIMES BE LIGHTENED...

...BY A FRIEND WHO CARES.

NEXT **CAP VS. BLOCKBUSTER!**

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BLASTED BY BLOCKBUSTER!

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1940! As the world teetered on the brink of global war, frail ***Steve Rogers*** entered a secret laboratory and was transformed into the American ***super-soldier!*** For four thrilling years, he battled the Axis powers — until a freak stroke of fate threw him into ***suspended animation.*** When he awoke, he was a man decades out of his time! Since that fateful day, Steve Rogers has sought his destiny in this brave new world!

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CHRIS CLAREMONT PLOT/SCRIPT PGS. 1-12 / DAVID MICHELINIE SCRIPT PGS. 13-22 / MIKE ZECK ARTIST / NOVAK LETTERS / SHAREN & SLIFER COLORISTS / JIM SALICRUP EDITOR / JIM SHOOTER EDITOR-IN-CHIEF

BLOCKBUSTER!

ON 52ND ST., IN MANHATTAN, BETWEEN BROADWAY AND 8TH AVENUE STANDS ONE OF NEW YORK'S CELEBRATED LANDMARKS -- A DANCE HALL CALLED **ROSELAND.** IN THIS AGE OF NEW WAVE, ROCK'N'ROLL AND DISCO, IT'S A PLACE WHERE A COUPLE CAN DO A SLOW, ROMANTIC SHUFFLE TO THE MUSIC OF A BIG BAND. AND AMONG TONIGHT'S COUPLES ARE **STEVE ROGERS** (PERHAPS MORE WIDELY KNOWN AS **CAPTAIN AMERICA**) AND HIS DOWNSTAIRS NEIGHBOR **BERNADETTE ROSENTHAL.**

STRANGE. I WAS LAST HERE ALMOST FORTY YEARS AGO. IT WAS A VICTORY BONDS PARTY. SO LONG AGO, YET FOR ME IT SEEMS LIKE ONLY YESTERDAY.

I'M STILL YOUNG, THANKS TO THE YEARS I SPENT IN SUSPENDED ANIMATION AFTER THE WAR -- BUT THE WAC I DANCED WITH SHOULD BE IN HER 60'S, WITH CHILDREN AND GRANDCHILDREN. I'VE SEEN SO MUCH IN MY LIFE -- AND YET I'VE LOST SO MUCH MORE THAT CAN NEVER BE REGAINED.

STEVE? IS SOMETHING THE MATTER? ALL OF A SUDDEN, YOU LOOK SO SAD.

SO MUCH FOR MY POKER FACE.

IT WAS NOTHING SERIOUS, BERNIE. ROSELAND HAS SOME MEMORIES FOR ME, THAT'S ALL.

OH, WELL, I WON'T PRY.

YOU ARE ONE FINE HOOFER, SIR, YOU KNOW THAT? THERE WERE MOMENTS WHEN I FELT LIKE WE WERE GLIDING.

JUST CALL ME "FRED ASTAIRE!" "GINGER."

INTERLUDE: CULVER ST. ISN'T THE BEST PLACE TO LIVE IN BROOKLYN, BUT IT'S FAR FROM THE WORST. SITUATED NEAR THE EAST RIVER AND BROOKLYN HEIGHTS, IT'S ONE OF THOSE RARE NEIGHBORHOODS THAT ARE STILL WITHIN A MIDDLE-CLASS PRICE RANGE.

WOW! ZE 'AN'SOME M'SIEU SPEAKS ZE FRENCH LANGUAGE LIKE ZE NATIVE. ZURPRISE. ZURPRISE.

ONLY ENOUGH TO MAKE SENSE OF A MENU, PLUS SOME BASIC PHRASES.

I SPENT A LOT OF TIME IN EUROPE WHEN I WAS... YOUNG.

THE BLOCK IS LINED WITH STURDY BROWNSTONES, BUILT IN THE 19TH CENTURY, SEEMINGLY TO LAST FOREVER. IT'S A QUIET, PEACEFUL LOCALE, IDEAL FOR FAMILIES WITH CHILDREN, RELATIVELY FREE OF CRIME.

AHHH, STEPHEN, YOU CERTAINLY KNOW HOW TO SHOW A GIRL A SPLENDIFEROUSLY OLD-FASHIONED NIGHT ON THE TOWN.

I'M GLAD YOU LIKE IT!

I LOVE IT!

IN FACT, I CAN'T WAIT TO SEE WHAT COMES NEXT.

IN THE MIDNIGHT SILENCE, NO ONE NOTICES A MAN SLIP THROUGH THE SHADOWS TO THE UTILITY DOOR OF NUMBER 31-47 CULVER.

NO ONE HEARS HIM JIMMY THE LOCK.

A BIT LATER, AROUND THE CORNER, AT 569 LEAMAN PLACE...

WELL, HERE WE ARE, HOME SAFE AND SOUND.

YOU SAY THAT LIKE YOU EXPECTED A WAR TO START EN ROUTE.

IT'S... BEEN KNOWN TO HAPPEN.

NO FOOLING. HOW 'BOUT A NIGHTCAP, STEVE? A CUP OF WORLD FAMOUS JAMAICA BLUE MOUNTAIN COFFEE AT MY PLACE?

THE MAN WORKS SWIFTLY, WITH THE EFFICIENCY THAT COMES OF LONG EXPERIENCE. HE STACKS CARTONS AND PAPERS THROUGHOUT THE BOILER ROOM...

...THEN ADDS GASOLINE.

A PENNY FOR YOUR THOUGHTS?

THEY AREN'T VERY PROFOUND, I'M AFRAID. I'D ALMOST FORGOTTEN HOW... ENJOYABLE A SIMPLE DATE COULD BE. A MAN, A WOMAN, AND A CITY -- WITH NO THOUGHTS FOR TOMORROW. NO... WORRIES.

IT'S SO EASY TO LOSE YOUR SENSE OF PERSPECTIVE, YOUR AWARENESS OF WHAT'S TRULY IMPORTANT.

WHEN ALL IS READY, THE MAN ADDS THE FINAL INGREDIENT...

...A MATCH.

AM... I IMPORTANT?

THAT'S A LOADED QUESTION, MS. ROSENTHAL.

YOU DON'T HAVE TO ANSWER... WITH WORDS.

--THE KIND MOST EASILY SHATTERED.

WHAT--?!

OH, NO!

NO!!

IT'S THE TENDEREST, MOST DELICATE OF MOMENTS, THE KIND THAT HOLD THE MOST PROMISE--

THE ARSONIST DID HIS WORK SUPREMELY WELL. THE BOILER ROOM EXPLODES LIKE A HIGH-INTENSITY BOMB, PULVERIZING INTERIOR SUPPORTS AND SENDING HUGE GOUTS OF FLAME OUT EVERY EXIT AND UP EVERY INTERIOR HALL AND OPENING. THE BUILDING IS OLD--IN THE MIDDLE OF A LONG-OVERDUE RENOVATION--AND IT'S CRAMMED TO TO THE BRIM WITH FLAMMABLE MATERIAL.

EVEN AS STEVE AND BERNIE WATCH WITH HORRIFIED, DISBELIEVING EYES, THE FIRE TAKES HOLD AND BEGINS TO SPREAD.

BERNIE, PHONE THE *FIRE DEPARTMENT*--"911"--AND REPORT THE FIRE!

PEOPLE'S LIVES ARE AT STAKE! *HURRY!*

R-RIGHT! GOTCHA, STEVE!

EVEN UNDER OPTIMUM CONDITIONS, IT'LL BE MINUTES BEFORE THE FIREMEN ARRIVE.

BUT FROM THE LOOKS OF THAT BLAZE, THOSE ARE MINUTES THE PEOPLE IN THAT BUILDING DON'T HAVE.

TAKING THE STEPS FOUR AT A TIME, WITHOUT EFFORT, STEVE ROGERS RACES UP TO HIS ATTIC STUDIO...

...STRIPPING OFF HIS STREET CLOTHES TO REVEAL THE UNIFORM OF -- **CAPTAIN AMERICA!**

HE GRABS HIS SHIELD OUT OF ITS SECRET COMPARTMENT IN HIS PORTFOLIO...

...AND SPRINGS OUT THROUGH HIS SKYLIGHT ONTO THE ROOF OF HIS BUILDING. FROM THE MOMENT HE LEFT BERNIE ROSENTHAL'S APARTMENT, ALL OF TEN SECONDS HAVE ELAPSED.

CHARACTERISTICALLY, THE STAR-SPANGLED AVENGER CURSES HIMSELF FOR BEING TOO SLOW.

THE TAXI DROVE DOWN CULVER STREET WHEN IT BROUGHT BERNIE AND ME HOME. ALL THE LIGHTS WERE OUT. IT'S LATE -- MOST OF THE FAMILIES PROBABLY WENT TO BED HOURS AGO.

THESE UTILITY CABLES SHOULD BEAR MY WEIGHT...

...AND GET ME ACROSS THE STREET IN RECORD TIME.

THE FIRE'S ALREADY OVERRUN THE ENTIRE FIRST FLOOR!

NO ESCAPE THAT WAY.

IT'S SMOKY, TOO. THE SMOKE IS A WORSE DANGER THAN THE FIRE ITSELF. IT'S SO THICK THAT A FEW DEEP BREATHS WILL CHOKE A PERSON, KNOCK THEM UNCONSCIOUS. A FEW MORE WILL KILL.

WHAT'S HAPPENING?! WHO'RE YOU, MISTER?!

HUSH YOUR CRYING, CHILD!

HEY! IT'S CAP'N AMERICA!

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YOUR BUILDING IS ON FIRE! YOU'VE GOT TO GET OUT AS QUICKLY AS POSSIBLE!

HEAD FOR THE ROOF AND GET ACROSS TO THE BUILDING NEXT DOOR. DON'T WASTE TIME WITH CLOTHES OR POSSESSIONS -- JUST GO!

C-CAP, I :KOFF: TRIED TO GET TO THE FRIEDMAN'S IN :KOFF: 3A, BUT THE FLAMES FORCED ME BACK. THEY'RE REAL OLD--HE'S AN INVALID. I DON'T THINK THEY GOT OUT.

LISTEN, I'LL HELP...

NO. YOU'VE DONE MORE THAN YOUR SHARE. SAVE YOURSELF, FRIEND.

LEAVE THE FRIEDMAN'S TO ME.

AGAIN, CHARACTERISTICALLY, CAP CHECKS EVERY APARTMENT ON HIS WAY DOWNSTAIRS. TRUE, HE'S BEEN TOLD THAT ALL THE OTHER TENANTS HAVE ESCAPED...

...BUT HE HAS TO BE CERTAIN.

THE FIRE DEPARTMENT OF THE CITY OF NEW YORK RESPONDS TO BERNIE'S FRANTIC CALL WITH TYPICAL SPEED. EVEN AS THE CONFUSED, TERRIFIED RESIDENTS STUMBLE OUT ONTO THE ROOF...

...THE FIRST UNITS ARRIVE...AND IMMEDIATELY RADIO IN A SECOND ALARM.

ONE OF THE FIREMEN IS **MIKE FARRELL**, ANOTHER OF STEVE ROGERS' NEIGHBORS.

MIKE!

FIRE DEPT

NOT NOW, BERNIE! I GOTTA WORK!

IT'S STEVE!

HE TOLD ME TO CALL IN THE ALARM, THEN HE DISAPPEARED! I'M SURE HE CAME OVER HERE TO SEE IF HE COULD HELP!

CRIPES! RIGHTEOUS AMATEURS ARE THE LAST THING WE NEED!

I'LL KEEP AN EYE OPEN FOR HIM, BERNIE, BUT IF HE'S ANYWHERE INSIDE THAT BUILDING, HE'S IN TROUBLE!

AS A MATTER OF FACT, HE'S JUST REACHED APARTMENT 3A.

THERE'S A STENCH OF GASOLINE THROUGHOUT THE STAIRWELL.

THE FIRE SPREAD FAR FASTER THAN I'D EXPECTED, EVEN IN THIS OLD A BUILDING. COULD IT HAVE BEEN DELIBERATELY SET?!

THAT'S SOMETHING TO WORRY ABOUT...

...*AFTER* I GET THE FRIEDMANS TO SAFETY.

THANK HEAVEN--A PULSE! BUT IT'S SO WEAK! THE SMOKE'S MAKING IT DIFFICULT TO BREATHE! ALMOST IMPOSSIBLE TO SEE! I HAVEN'T MUCH TIME!

WHERE'S THE BLASTED WINDOW-- GOOD LORD!

THE CEILING'S COLLAPSING!

CHIEF, I GOT CIVILIANS HERE! ONE OF 'EM'S STILL MOBILE! I'M GOIN' INSIDE!

LOOK OUT! *ABOVE YOU!*

WHAM!

THE IMPACT OF THE MASSIVE SUPPORT BEAM WOULD HAVE SMASHED A LESSER MAN.

AS IT IS, CAP REMAINS CONSCIOUS SOLELY THROUGH FORCE OF WILL. HARSH, CHOKING COUGHS TEAR AT HIS THROAT. TRY AS HE MIGHT, HE CAN'T SEEM TO GET ENOUGH AIR INTO HIS LUNGS.

HIS VISION, HIS THOUGHTS BLUR.

EASY, RICO.

'S'OKAY, SAM. I GOT HIM

LEAN ON ME, PAL--WE AIN'T GOT FAR TO GO.

OW!

F'R CRYIN' OUT LOUD, YOUR SHIRT'S *CHAIN MAIL!* THE FIRE'S COOKED THE METAL ALMOST RED HOT. I HOPE YOU'RE WEARING GOOD INSULATION UNDERNEATH.

HANG ON, PAL, WE'RE ALMOST THERE!

FIRE RESCUE

HAUL IT, SAM! THE CAP'N'S WORRIED ABOUT A *FLASHBACK!*

A FLASHBACK OCCURS WHEN SUPERHEATED MOLECULES IN A CONFINED SPACE SUDDENLY MAKE CONTACT WITH A SUPPLY OF FRESH OXYGEN; THE MIXTURE EXPLODES.

HE'S ABOARD, SAM! GIMME YOUR HAND!

FIRE RESCUE

AND AS FIREMAN SAM DOUGLAS SHOVES CAPTAIN AMERICA INTO HIS PARTNER'S ARMS...

SAM!!

BLAM

FIRE

DAWN.

THE FIRE WENT TO THREE ALARMS AND, BEFORE IT RAN ITS COURSE, IT GUTTED 31-47 CULVER. FORTUNATELY, THOUGH THIS BUILDING IS A TOTAL WRITE-OFF, THOSE ON EITHER SIDE SURVIVE RELATIVELY UNDAMAGED, THANKS TO THE EFFORTS OF "NEW YORK'S BRAVEST."

WNBC

THE STREET IS CROWDED WITH BYSTANDERS, POLICE, MEDICS, MEDIA. THE FIREMEN COULDN'T CARE LESS...

...AS THEY CLAW DESPERATELY AT THE STILL SMOULDERING RUBBLE WITH AXES AND WICKEDLY HOOKED HALLIGAN TOOLS, SEARCHING FOR THEIR LOST BROTHER.

NEARBY...

YOU "ATE" A LOT OF SMOKE, AVENGER. YOU MIGHT ALSO HAVE A "HOT LUNG" CONDITION -- IF ANY FLAMES GOT INTO YOUR BRONCHIAL MEMBRANES, THERE'S NO WAY THAT CAN BE CHECKED ON THE STREET.

YOU SHOULD BE IN A HOSPITAL.

I APPRECIATE THE CONCERN, NURSE. I'LL HAVE A COMPLETE EXAMINATION AS SOON AS I RETURN TO AVENGERS MANSION.

IN ALL MY YEARS, ALL MY BATTLES, I HAVE RARELY FELT SO OUT AND OUT AWFUL -- *EH?!*

OH, LORD...

THE FLASHBACK HAD COLLAPSED THE FLOOR BENEATH SAM DOUGLAS' FEET, PLUNGING BOTH HIM AND CAP'S SHIELD INTO THE HOLOCAUST RAGING BELOW.

IN FIRE HOUSES ACROSS NEW YORK CITY, ALARMS WILL CLANG FOUR GROUPS OF FIVE BELLS EACH, AND FLAGS WILL BE IMMEDIATELY LOWERED TO HALF-STAFF.

FIREMAN SAMUEL DOUGLAS, AGE 28, IS DEAD.

...FIREMAN DOUGLAS, A SEVEN-YEAR VETERAN AND FATHER OF TWO, LOST HIS LIFE WHILE SAVING THAT OF THE WORLD-FAMED AVENGER, CAPTAIN AMERICA -- AS WELL AS TWO ELDERLY RESIDENTS IN THE DESTROYED BUILDING.

FIRE MARSHALS ARE ON THE SCENE AND THERE ARE INDICATIONS THAT THIS IS YET ANOTHER IN A RECENT EPIDEMIC OF WEST BROOKLYN ARSON FIRES.

POOR SLOB.

HEY, IT'S A DIRTY JOB, BUT SOMEONE'S GOTTA DO IT, RIGHT, WALLY? 'SIDES, THOSE JOKERS ARE WELL PAID.

SET ME UP ANOTHER ROUND.

WHAT IS THE *MATTER* WITH YOU? I HIRED YOU TO BURN A *BUILDING*, NOT THE PEOPLE IN IT! WHY DIDN'T YOU WARN THEM?!

YOU'RE PAYING ME TO TORCH THAT ENTIRE BLOCK, HARRY -- SO YOU CAN BUY THE LAND CHEAP...

...SO YOU CAN DEVELOP IT WITH LUXURY CONDOS AND HOTEL CASINOS. YOU HIRED ME BECAUSE I'M THE BEST IN THE BUSINESS. I DON'T RECALL YOU ASKING ABOUT THE METHODS I PLANNED TO USE.

KEEP YOUR VOICE DOWN, BLAST IT! THAT WAS BEFORE CAPTAIN AMERICA WAS ON THE SCENE. I DIDN'T WANT ANYONE HURT, BLOCKBUSTER!

DON'T WORRY ABOUT THE AVENGER, HARRY. I'LL HANDLE HIM.

AS FOR THE REST, WHAT BETTER WAY TO SCARE THOSE GEEKS OUT? THE MOMENT THEY REALIZE THEY'RE FACING SOMEONE WHO DOESN'T CARE WHETHER THEY LIVE OR DIE, THEY'LL RUN! AND THEN -- VOILA! NO MUSS, NO FUSS! YOU GET WHAT YOU WANT!

OF COURSE, YOU CAN STILL CALL THE WHOLE THING OFF. SAY THE WORD, AND I'LL QUIT.

NO WORD? IT'S SETTLED, THEN. NOW, SHALL WE ORDER LUNCH? I'M STARVED...

IT'S DARK WHEN MIKE FARRELL FINALLY TRUDGES UP THE FRONT STOOP OF 569 LEAMAN PLACE, TO BE MET AT THE DOOR BY THE BROWNSTONE'S SELF-APPOINTED "HOUSE-MOTHER," **ANNA KAPPELBAUM.**

HI, ANNA...

MICHAEL, YOU LOOK WRETCHED.

YOU HEARD...?

OF COURSE. INADEQUATE AS IT MUST SOUND, I AM TRULY SORRY.

I THOUGHT YOU'D BE TOO TIRED TO COOK...

...SO I TOOK THE LIBERTY OF PREPARING DINNER FOR YOU...

...AND YOUR CLOSEST FRIENDS.

STEVE IS THERE, AND BERNIE, AND **JOSH COOPER**, ALL TRYING THEIR BEST TO PUT MIKE AT EASE AND BUCK UP HIS SPIRITS.

WHOOO-EE! I HANG AROUND THIS PLACE MUCH LONGER, MY STUDENTS ARE GONNA START CALLIN' ME "JUMBO JOSH!"

THAT WAS SOME MEAL, ANNA.

THANK YOU, JOSH. I'M GLAD YOU ENJOYED IT. SOME COFFEE, MICHAEL?

SURE.

ANNA, BERNIE, GUYS -- LOOK, I APPRECIATE WHAT YOU'RE TRYING TO DO...

I... I WISH I COULD BE MORE RESPONSIVE.

B-BUT, Y'KNOW, IT'S... TOO SOON...

SAM... SAM WAS A BROTHER, AND HE... AND HE...

AH, MICHAEL, MICHAEL...

Y'KNOW, I'M ... SORRY HE'S GONE. I'D GIVE MY SOUL TO BRING HIM BACK... YET... I'M GLAD IT WASN'T ME, AND I'M SCARED THAT NEXT TIME, IT *WILL* BE.

HE WAS SO CLOSE. HE ALMOST MADE IT! A FEW LOUSY INCHES, A COUPLE OF SECONDS. AND ALL WE COULD DO WAS WATCH!

I THINK I UNDERSTAND, MIKE. NOT LONG AGO I SAW THE WOMAN I LOVED BURNED TO DEATH.*

*AS REVEALED IN CAP #237-- JIM.

... WHILE I STOOD BY, HELPLESS TO SAVE HER.

"WOMAN I LOVE"-- HE MUST MEAN THE BLOND WHOSE PICTURE I SAW IN HIS STUDIO!

SHE... BURNED TO DEATH?! HOW HORRIBLE! HOW... SAD FOR STEVE!

ACCIDENTS ARE ONE THING, MAN. THEY COME WITH THE TERRITORY. BUT THIS WAS *ARSON!*

SAM DOUGLAS WAS AS GOOD AS *MURDERED!*

BEFORE MIKE CAN CONTINUE, HE'S DOUBLED OVER BY A VICIOUS SPASM OF COUGHING.

S-SORRY. I SWALLOWED TOO MUCH SMOKE THIS MORNING. I'LL BE COUGHING UP GUNK FOR THE NEXT COUPLE OR THREE DAYS.

THAT ALSO COMES WITH THE TERRITORY.

"DID YOU KNOW, FOLKS, THAT THERE'S BIG BUCKS TO BE MADE IN REAL ESTATE -- PROVIDED YOU'RE IN THE RIGHT PLACE AT THE RIGHT TIME. SOME LANDLORDS TORCH THEIR PROPERTY FOR THE INSURANCE AFTER ARTIFICIALLY INFLATING THE VALUE OF THE BUILDING.

"OTHERS GUT A NICE, ESTABLISHED, MIDDLE-INCOME, RENT-CONTROLLED NEIGHBORHOOD --LIKE CULVER STREET. WORKING THROUGH A NETWORK OF DUMMY CORPORATIONS, A DEVELOPER THEN MOVES IN AND BUYS UP ALL THIS NOW-WORTHLESS PROPERTY. THEN-- PRESTO!-- OVERNIGHT IT'S TURNED INTO A LUXURY, HIGH-RENT DISTRICT. THE DEVELOPER MAKES A FORTUNE; THE NEW TENANTS GET AN INCOMPARABLE RIVERFRONT ADRESS AND IF A FEW HUNDRED FAMILIES ARE MADE HOMELESS IN THE BARGAIN, SO WHAT?! THAT'S BUSINESS, OR PROGRESS--OR SOMETHING!"

THE NIGHT PASSES UNEASILY FOR MIKE FARRELL. HIS SMOKE-BRED COUGH GETS LITTLE BETTER, HIS HEART GETS LITTLE LIGHTER.

BUT THE NEXT DAY, HE SLIPS ON HIS UNIFORM, PERHAPS NOT WITHOUT FEAR... BUT WITHOUT HESITATION. IT'S HIS JOB.

JUST AS IT'S THE JOB OF THE NEW YORK POLICE DEPARTMENT TO INTENSIFY ITS BROOKLYN PATROL, AS DARKNESS ONCE MORE BLANKETS THAT BLAZE-RAVAGED BOROUGH.

NYPD

ANY WORD FROM THE FIRE WATCH, FARBER?

NOT A PEEP, SARGE. WE'RE DOING WHAT WE CAN, BUT WE CAN'T BE EVERY-WHERE AT ONCE.

AND YOU CAN BET DOLLARS TO DIMES THAT FIREBUG IS GOING TO HIT AGAIN SOON. BLAST IT, WE NEED MORE HELP!

YOU'VE GOT IT, MISTER! THIS CITY'S MY HOME--

--AND AS LONG AS THERE'S BREATH LEFT IN MY BODY, CAPTAIN AMERICA IS GOING TO *DEFEND* IT!

LIKE A SOARING SHADOW, HE GLIDES THROUGH THE NEW YORK NIGHT, USING EXPERT ACROBATICS TO TRAVEL THE ROOFTOPS, USING BATTLE-HONED SENSES TO SEARCH THE ALLEYS AND HIDDEN ALCOVES.

AN HOUR PASSES...TWO...UNTIL MIDNIGHT FINDS CAPTAIN AMERICA TAKING PAUSE IN HIS VIGIL, STEALING A MOMENT TO APPRECIATE THE BEAUTY OF A METROPOLIS WHERE HE GREW UP IN THE '40'S. SO MUCH HAS CHANGED SINCE THEN, AND YET... SOME THINGS NEVER CHANGE.

SUCH THINGS, FOR INSTANCE, AS THE SLIGHT SOUND OUT OF PLACE. THE MUTED RUSH OF AIR THAT OFFERS AN ALMOST SIXTH-SENSE SIGNAL OF--

--DANGER!

FRRRATCH

A BLAST OF FLAME! COMING OUT OF NOWHERE! GOT MY SHIELD UP IN TIME TO TAKE THE BRUNT OF IT, BUT THE IMPACT IS KNOCKING ME OVER THE EDGE!

CCC

GOT TO TWIST IN MIDAIR, GRAB FOR THAT FIRE ESCAPE--

--GOT IT!

SHHHASH

BUT NOT FOR LONG! THAT SECOND FLAME BLAST WOULD'VE TAKEN MY ***HAND*** OFF IF I'D HELD ON ANY LONGER!

THE BRIEF BREAK DID SLOW MY MOMENTUM, THOUGH, SO THAT I CAN ***BOUNCE*** OFF OF THAT BUILDING'S ROOF INSTEAD OF SMASHING ***THROUGH*** IT!

NEVERTHELESS, I'D BETTER LAND ***READY!*** WHATEVER SHOT THOSE FLAMES AT ME MAY JUST WANT TO TRY--

"--AGAIN!"

YOU SHOULDN'T HAVE SHOWN UP AT THAT BROWNSTONE I TORCHED LAST NIGHT, AVENGER! PEOPLE DON'T *LIVE* TOO LONG WHEN THEY GET IN THE WAY OF--

BLOCKBUSTER!

WEYLER'S BMW

HOLY--! THIS GUY HAS TO BE SEVEN FEET TALL! AND THAT SMOKING TUBE ON HIS WRIST-- MUST BE HIS FLAME-SHOOTER!

ZZZZAM

WHOA! NOW HE'S LOOSING SOME SORT OF *FORCE BEAM* FROM HIS LEFT WRIST! BLOCK-BUSTER'S GOT SOME IMPRESSIVE FIREPOWER! BUT THEN--

WHNNG!

--SO HAVE I!

PAK

TAK

CHAK

YOU'RE GOOD, CAPTAIN! REAL GOOD! BUT THIS SUIT OF MINE MAKES ME BETTER!

IT BOOSTS MY STRENGTH SO MUCH THAT SLAMMING MY FIST ONTO THE PAVEMENT CAN CREATE A SHOCK WAVE THAT'LL THROW EVEN YOU OFF BALANCE!

PAMB

AND THAT SHOULD GIVE ME PLENTY OF TIME TO GET RID OF THIS STAR-SPANGLED FRISBEE OF YOURS!

UNG! BLOCKBUSTER'S ROAD-ROCKING TRICK ALMOST SENT ME TO MY KNEES! GOT TO LEAP AS BEST I CAN, KEEP MY SHIELD FROM GOING OVER THE SIDE! OR AT LEAST KEEP IT FROM GOING--

--ALONE!

K-THUD

SO LONG, CAPTAIN! I NEVER DID LIKE OFFICERS, ANYWAY!

ZZZZHKRAM

HE'S USING HIS FORCE BEAM TO BLOW A HOLE IN THE WARE-HOUSE ROOF! I'M FALLING--

--THROUGH!

THAT OUGHT TO MAKE HARRY HAPPY!

IT COST ME HALF MY PROFITS JUST TO GET *JUSTIN HAMMER** TO BACK THE DESIGN AND CONSTRUCTION OF THIS FIRE-SUIT-- BUT IT'LL BE WORTH IT TO GET THAT MEDDLING SHIELD-SLINGER OFF MY BACK!

*A SECRETIVE BUSINESSMAN WHO OCCASIONALLY DABBLES IN UNDERWORLD FINANCE. SEE ***IRON MAN*** #127 FOR DETAILS. --J.S.

WHILE WITHIN THE DOCKSIDE INFERNO...

BLOCKBUSTER'S WAITING FOR ME, I KNOW IT! AS SOON AS I POP MY HEAD OUT A DOOR OR WINDOW, HE'LL NAIL ME FOR SURE! MY ONLY CHANCE IS TO FIND AN EXIT--

--HE ***WON'T*** EXPECT!

PRUNCH

NOW, IF ONLY I CAN SWIM TO THE NEXT PIER WITHOUT BEING SEEN...

...IT WILL BE MY TURN TO CATCH ***BLOCK-BUSTER***--

"--OFF-BALANCE!"

UNGF!

F-TUNG

THE SHIELD IS DEFTLY THROWN, STRIKING HARD AND RETURNING TO ITS OWNER--

--EVEN BEFORE BLOCK-BUSTER TOPPLES HEADLONG INTO A SECOND BURNING BUILDING!

HE'S NOT COMING OUT! AND SINCE THE FLOOR OF *THIS* WAREHOUSE IS CONCRETE, HE CAN'T HAVE ESCAPED THE WAY I DID! WHICH CAN MEAN ONLY ONE THING--

--BLOCKBUSTER'S WAITING FOR ME TO COME IN *AFTER* HIM!

CAUTIOUSLY, CAPTAIN AMERICA ENTERS A WITHERING WORLD OF HEAT AND SWIRLING SMOKE. HIS EYES TEAR, HIS NOSTRILS SPASM, AND HE MUST CONSCIOUSLY FORCE HIS SENSES TO REMAIN FULLY OPEN.

...AND HIS OPPONENT KNOWS IT!

THAT'S RIGHT, AVENGER -- SWEAT A LITTLE, MORE!

THIS SUIT OF MINE HAS A BUILT-IN ATMOSPHERE AND AN AIR-COOLING UNIT. SO I CAN WAIT IN PERFECT COMFORT FOR JUST THE RIGHT MOMENT...

HE IS AT A VERY GREAT DISADVANTAGE...

"...TO *STRIKE!*"

ZZZZATCH!

WHA--?

FORCE BOLTS!

FRRRAM

THOSE BLASTS ARE HITTING TOO CLOSE TOO OFTEN! BLOCKBUSTER MUST HAVE SOME SORT OF SENSORS TO TELL HIM MY RANGE THROUGH THE SMOKE!

THAT SUIT'S GIVING HIM AN EDGE, AND I'VE GOT TO FIND SOME WAY TO COUNTER IT-- BEFORE IT COUNTS *ME OUT!*

COME ON, AVENGER, MAKE IT CLEAN AND EASY! YOU KNOW YOU DON'T STAND A CHANCE!

GIVE IT UP!

I NEVER GIVE UP, PUNK!

HUH?!

YOUR WEAPONS MAY BE IMPRESSIVE AT LONG RANGE, BUT I'M BETTING YOU'RE A PUSHOVER AT ARM'S LENGTH!

THAT'S A BET YOU'RE GOING TO LOSE, CAPTAIN AMERICA! YOU MUST'VE FORGOTTEN ABOUT THE ***STRENGTH-BOOSTERS*** IN MY COSTUME!

SURPRISE!

ON THE CONTRARY BLOCK-BUSTER--

--THE SURPRISE IS ON ***YOU!***

FFFFFFFISH

I FIGURED THAT YOUR BACK-PACK WAS THE ENERGY SOURCE FOR YOUR POWERS --BUT THE ONLY WAY TO TAKE IT OUT WAS TO GET CLOSE, REAL CLOSE!

ABOUT AS CLOSE AS YOUR ***BEAR HUG*** JUST BROUGHT ME.

A-AIR COOLER SHATTERED! C-CAN'T BREATHE! A-AND WITH THIS HEAT... A-AND THE WEIGHT OF MY ARMOR... I... I-I'M...

...BAKING!

GUWOMP

SO THIS IS THE REAL BLOCKBUSTER, EH? HE LOOKS AS TOUGH AS HE ACTED.

BUT I'D BETTER HURRY AND GET HIM OUT OF HIS ARMOR. IT MAY BE A MIRACLE OF MICROCIRCUITRY, BUT IT WEIGHS A TON!

AND THERE'S NO WAY I CAN DRAG HIM *AND* IT OUT BEFORE THIS WARE-HOUSE COLLAPSES!

BUT EVEN WITH A RELATIVELY LIGHT BURDEN, THE SITUATION IS FAR FROM RESOLVED.

FOR PATHS THAT WERE ONCE MAZES AT BEST, NOW LIE CLOGGED WITH BURNING DEBRIS.

AND EVEN A FULLY-TRAINED, MODERN-EQUIPPED FIREFIGHTER WOULD STAND LITTLE CHANCE OF ESCAPING THIS RIVERFRONT INFERNO ALIVE.

WHICH MAKES IT ALL THE MORE WONDROUS WHEN, MOMENTS LATER...

LOOK! IT'S CAPTAIN AMERICA!

GET THOSE HOSES ON HIM! *FAST!*

:COUGH: :SPUTT: WH-WHERE...? :COUGH: OH, YOU! Y-YOU WRECKED MY FIRE-SUIT! AND BLEW THE SWEETEST-PAYING DEAL I'VE EVER HAD! WELL YOU WON'T GET AWAY WITH IT, DO YOU HEAR?

YOU'RE GONNA DIE!

SETTING HIS JAW HARD, THE RED-WHITE-AND-BLUE WARRIOR TENSES FOR A LAST, DESPER-ATE LUNGE--

-- WHEN SUDDENLY...

OKAY, GRADY, GIVE ME FULL PRESSURE! NOW!

FD 59

SSSHUSH

=AGGHLLLB=

MR. FARRELL... I BELIEVE YOU MAY HAVE JUST SAVED MY LIFE.

IT'S MY PLEASURE, CAPTAIN AMERICA. TOO MANY LIVES HAVE BEEN *LOST* ALREADY.

I KNOW. BUT MAYBE CATCHING BLOCK-BUSTER WILL MAKE UP FOR ONE OF THEM --HE'S THE MAN WHO SET THAT FIRE ON CULVER STREET LAST NIGHT.

HE--

YOU SCUM! YOU MURDERING, SLIME-SUCKING *SCUM!* WHY DID YOU DO IT? FOR KICKS? FOR MONEY? WHY?

WHY?!

CALM DOWN, FIREFIGHTER! WE'LL HANDLE THINGS FROM HERE.

AND JUST WHO THE BLAZES ARE *YOU*?

LT. DIFFRING, 27TH PRECINCT, DETECTIVES.

WELL... ALL RIGHT. YOU'VE GOT THE AUTHORITY. I GUESS I'LL LEAVE IT TO YOU TO THROW THE BOOK AT THAT MONSTER.

I'M AFRAID WE WON'T BE THROWIN' THE BOOK THIS TIME. AT LEAST, NOT ALL OF IT.

WHAT?!

Y'SEE, WE SUSPECT THAT THAT CREEP WITH THE ARMOR WAS JUST A HIRED HAND FOR SOME-ONE MAKIN' A BUNDLE FROM ALL THE BUILDIN'S THAT BEEN TORCHED LATELY. AN' WITH A MURDER RAP FOR THAT DEAD FIREMAN HANGIN' OVER HIS HEAD, BLOCKBUSTER'S JUST LIABLE TO PLEA BARGAIN -- WITH HIS BOSS'S ***NAME*** AS THE PRIZE!

BUT THAT MEANS THAT BLOCKBUSTER COULD COME AWAY WITH A LIGHT, OR EVEN A SUSPENDED, SENTENCE! AND IN VIEW OF WHAT HE'S DONE--

--THAT STRIKES ME AS BEING A CRIMINAL ACT IN ***ITSELF!***

MAYBE. BUT THEN...

... NOBODY EVER SAID THE JUSTICE SYSTEM WAS PERECT. WE DO WHAT WE CAN.

NOW, IF YOU GENTLEMEN WILL EXCUSE ME...?

IN SPITE OF THE HEAT OF A STILL RAGING FIRE, CAPTAIN AMERICA SHUDDERS...

...AND IT IS ONLY DAYS LATER WHEN, AS STEVE ROGERS, HE IS AT LAST ABLE TO SLEEP DEEPLY, WITHOUT FITFUL AND FREQUENT AWAKENINGS.

IT IS ONLY THEN THAT, SPRAWLED CASUALLY OVER A PAST-DUE AD LAYOUT, HIS SLUMBER SEEMS SOUND...

...AND RESTFUL...

...AND CONTENT.

DAILY BUGLE 15¢
THE PICTURE NEWSPAPER

ARSON RING BUSTED!

LICE
AK UP
CITY
WIDE
RPORATE
SON RING!

ARREST

50¢ 259 JULY 02453

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CAPTAIN AMERICA

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TM

IT HAD TO HAPPEN!

CAP BATTLES DOC OCK!

1940! As the world teetered on the brink of global war, frail ***Steve Rogers*** entered a secret laboratory and was transformed into the American ***super-soldier!*** For four thrilling years, he battled the Axis powers — until a freak stroke of fate threw him into ***suspended animation.*** When he awoke, he was a man decades out of his time! Since that fateful day, Steve Rogers has sought his destiny in this brave new world!

Stan Lee PRESENTS: CAPTAIN AMERICA!®

JIM SHOOTER PLOT / TITLE / EDITOR-IN-CHIEF / DAVID MICHELINIE SCRIPT / MIKE ZECK PENCILS / QUICKDRAW STUDIOS INKS / NOVAK; LETTERS SLIFER, COLORS / JIM SALICRUP EDITOR

HIS NAME IS STEVE ROGERS. BY DAY, HE TREADS A PRECARIOUS BALANCE BETWEEN TWO LIVES: THAT OF A STRUGGLING COMMERCIAL ARTIST, AND THAT OF THE STAR-SPANGLED AVENGER KNOWN AS CAPTAIN AMERICA.

UNFORTUNATELY, HIS NIGHTS ARE OFTEN SPENT THE SAME WAY.

AND EVEN WHEN HE DOES FIND A FLEETING MOMENT'S SLEEP, THAT SLUMBER IS SHALLOW. FOR THE BATTLE-HONED SENSES COILED JUST BENEATH THE SURFACE OF HIS CONSCIOUSNESS ARE READY TO SPRING AT THE SLIGHTEST DISTURBANCE.

SUCH AS A SUDDEN CHILL, OR A SWIFTLY-PASSING SHADOW, OR...

WH-WHAT--?!

OH. MUST HAVE BEEN A DREAM. BUT FOR A MOMENT, I COULD ALMOST SWEAR...

...THAT SOMEONE HAD STEPPED ON MY GRAVE!

RITE OF PASSAGE!

AH, WELL, WHATEVER IT WAS, I'M AWAKE NOW. AND SINCE IT'S ALMOST SIX O'CLOCK, I MIGHT AS WELL--

"--BURN A COUPLE OF EGGS, GET MY FIGHTING GEAR ON--

"--AND PUT A CHANGE OF CLOTHES INTO MY PORTFOLIO. I'VE JUST ENOUGH TIME FOR A QUICK WORKOUT AT AVENGERS MANSION BEFORE I HAVE TO TURN THAT DISPLAY ART IN AT THE AGENCY."

6:30 AM. THE SUN IS A THREE-QUARTER CIRCLE ON THE EASTERN HORIZON AS CAPTAIN AMERICA BOUNDS INTO THE DAWNLIT SKY OVER BROOKLYN HEIGHTS--

--SMILING AS HE FEELS THE MORNING WIND BRUSH HIS FACE, AS HE NOTES THE SMOOTH RIPPLE OF MUSCLES BENEATH HIS CHAIN MAIL SHIRT. FOR THESE SENSATIONS MEAN ONE THING TO HIM:

FREEDOM!

IT IS A CONCEPT HE ADORES, AN EMOTION HE SAVORS, A REALITY HE PROTECTS.

AND IT IS A SATISFACTION SO CONSUMING THAT HE FAILS TO NOTICE A SINISTERLY SKULKING FIGURE WATCHING HIS EVERY MOVE...

THERE! AT LAST! I KNEW I'D FIND HIM IF I LOOKED LONG ENOUGH!

FAILS TO NOTICE, THAT IS, UNTIL...

EH...? A SOUND!

FROM THE ROOFTOP BEHIND ME! LIKE METAL SCRAPING METAL!

COULD BE NOTHING...

...BUT I'VE KNOWN TOO MANY GOOD MEN WHO'VE DIED FOR IGNORING SUCH "NOTHINGS"!

I'D BETTER CHECK IT OUT!

HOWEVER...

NO ONE HERE. AND THERE AREN'T ANY FIRE ESCAPES, NO WAY FOR SOMEONE TO GET OFF THE ROOF IN A HURRY.

I... I GUESS THAT SOUND COULD HAVE BEEN MY IMAGI-NATION!

BUT I STILL CAN'T SHAKE THE FEELING OF BEING WATCHED!

SO IF SOMEONE IS TAILING CAPTAIN AMERICA--

SUBWAY

--MAYBE IT'S TIME FOR THE GOOD CAPTAIN TO DROP OUT OF SIGHT!

MOMENTS LATER, THE SKULKING FIGURE FOLLOWS, ONLY TO FIND...

NOTHING! I'VE LOST HIM! BUT HE WAS HEADING NORTH WHEN HE DISAPPEARED--AND I'VE A GOOD NOTION AS TO WHERE HE WAS GOING!

WITH SINGULAR DETERMINATION, THE MYSTERIOUS STALKER BOARDS THE NEXT UPTOWN TRAIN, PAYING LITTLE HEED TO A TALL MAN WITH AN ART PORTFOLIO WHO RIDES IN THE SAME CAR...

...AND WHO, UNBEKNOWNST TO EITHER OF THEM--

--IS BOUND FOR THE SAME DESTINATION: AVENGERS MANSION, MIDTOWN MANHATTAN HEADQUARTERS OF THE EARTH'S MIGHTIEST HEROES.

AN IMPOSING STRUCTURE WHERE, SOME TIME LATER AFTER A CODED IDENTITY CARD HAS ASSURED CLEARANCE THROUGH ONE OF THE WORLD'S MOST SOPHISTICATED SECURITY SYSTEMS--

AVENGERS

-- CAPTAIN AMERICA IS GREETED BY THE AVENGERS' LOYAL, AND SEEMINGLY NEVER-SLEEPING, BUTLER...

MORNING, JARVIS. I JUST THOUGHT I'D GRAB A QUICK WORK-OUT BEFORE THE OTHERS RISE.

CERTAINLY, SIR. THE GYMNASIUM FACILITIES ARE AT YOUR DISPOSAL, AS ALWAYS.

THOUGH, IF YOU'LL FORGIVE MY CURIOSITY, MASTER CAP, I'VE OFTEN WONDERED--

"-- WHY YOU DON'T *RESIDE* HERE AT THE MANSION? I'M CERTAIN THAT ANTHONY STARK, THE AVENGERS' BENEFACTOR, WOULD PROVIDE A GENEROUS STIPEND IN LIEU OF OUTSIDE EMPLOYMENT. AND THAT WAY YOU'D BE FREE TO UTILIZE THE MANSION'S TRAINING APPARATUS AT YOUR LEISURE."

PERHAPS, JARVIS.

BUT BEFORE I BECAME CAPTAIN AMERICA--

--I WAS A CIVILIAN. AND I SUPPOSE THERE'S STILL A PART OF ME THAT WANTS TO ENJOY THE LIBERTIES I FIGHT FOR IN THAT SAME WAY... JUST AS ANY OTHER MAN.

YES, SIR. I QUITE UNDERSTAND.

AND SHORTLY, AFTER THE INTENSE EXERCISE PROGRAM HAS BEEN COMPLETED...

PARDON ME, SIR, BUT THIS LETTER JUST ARRIVED FOR YOU IN THE MORNING POST. IT'S FROM A MR. COULSON.

"COULSON"? "RAY COULSON"?!

I HAVEN'T HEARD THAT NAME SINCE THE WAR. I'D ALMOST FORGOTTEN IT. BUT THIS IS THE SAME MAN, AND HE SAYS HE NEEDS MY HELP!

AFTER ALL THESE YEARS...

THE CLEAN-UP SHOWER IS WARM, THE WATER SOOTHING. IT RELAXES STEVE ROGERS IN BOTH BODY AND MIND--

--AND SENDS HIS THOUGHTS DRIFTING, SIFTING THROUGH MEMORIES RECENTLY REVIVED, FLOWING BACK...

...TO THE BATTLEFIELDS OF WORLD WAR TWO, SHORTLY BEFORE FREAK CIRCUMSTANCES HAD TRAPPED HIM IN SUSPENDED ANIMATION FOR NEARLY TWO DECADES.

AN ENEMY MACHINE GUN NEST HAD BEEN BATTERING ALLIED TROOPS, PINNING THEM ACROSS A DEEP, MOUNTAIN CHASM --

--AND THEIR ONLY HOPE HAD BEEN IN AN AIR STRIKE PROMISED BY ALLIED H.Q.

BUT THEN A COURIER -- A COURIER NAMED RAY COULSON -- HAD ARRIVED WITH WORD THAT AIR SUPPORT HAD BEEN INDEFINITELY POSTPONED.

IT WAS THEN THAT CAPTAIN AMERICA HAD BORROWED THE COURIER'S MOTORBIKE -- WITH YOUNG CORPORAL COULSON'S EAGER AND PATRIOTIC PERMISSION --

--AND BY UTILIZING A NATURALLY-FORMED BASEROCK RAMP TO JUMP THE CHASM, HE HAD CREATED HIS OWN AIR SUPPORT!

AS A RESULT, COUNTLESS AMERICAN LIVES HAD BEEN SAVED, AND AT LEAST ONE ALLIED VICTORY HAD BEEN ASSURED.

RAY COULSON WAS THERE WHEN OUR BOYS NEEDED HIM. AND IF HE NEEDS ME NOW, THE LEAST I CAN DO--

--IS THE MOST I CAN DO!

LEAVING, MASTER CAP?

FOR THE MOMENT, JARVIS. BUT I'LL BE BACK TO DROP OFF MY PORTFOLIO AFTER I DELIVER THIS ARTWORK.

AND THEN CAPTAIN AMERICA HAS A DEBT TO PAY!

AN HOUR LATER, AFTER THE AFORE-MENTIONED RETURN TO AVENGERS MANSION, AND A SHORT TRIP DOWNTOWN...

THIS IS THE ADDRESS RAY GAVE IN HIS LETTER. I MIGHT HAVE KNOWN HE'D STILL BE INVOLVED WITH MOTORCYCLES!

COLD DRINKS

776

MR. COULSON?

JOHN? I-IS THAT YOU, SON? I-I WAS HOPING THAT--

OH, MY-- IT'S YOU!

CAPTAIN AMERICA! I-I CAN'T BELIEVE IT! YOU ACTUALLY CAME TO SEE ME!

THE PLEASURE'S MINE, RAY!

WANT TO TALK?

THE FORMER SOLDIERS ADJOURN TO THE CYCLE SHOP OFFICE, WHERE A COLD BEER IS OFFERED, DECLINED, AND EXPLANATION BEGINS...

THAT'S RIGHT, CAPTAIN, IT'S MY SON, JOHN, A FEW WEEKS BACK HE TOOK ALL THE MONEY FROM THE CASH REGISTER AND RAN OFF WITH SOME BIKER GANG CALLED THE HUNS.

BUT WHY DIDN'T YOU CALL THE POLICE?

BECAUSE THE MONEY ISN'T IMPORTANT. IT'S JOHN THAT MATTERS. Y'SEE, HE HAD A ROUGH TIME GROWIN' UP...

...WHAT WITH HIS MOM DYIN' EARLY ON, AND I'M AFRAID I'VE NEVER BEEN TOO GOOD AT SHOWIN' AFFECTION, SO WHILE I TRIED TO DO RIGHT BY HIM... I GUESS WE WERE NEVER AS CLOSE AS WE SHOULD'VE BEEN.

HERE'S HIS PICTURE. HE'S A GREAT-LOOKIN' KID, ISN'T HE?

HE'S A FINE BOY, RAY. I ASSUME YOU WANT ME TO BRING HIM BACK?

NO, CAPTAIN, I CAN'T CONTROL JOHN'S LIFE. NEVER COULD. I JUST WANT YOU TO FIND HIM, AND... WELL...

...JUST TELL HIM I'M SORRY!

ALL RIGHT, RAY. I'LL TRY.

SOMBER THOUGHTS FOLLOW CAPTAIN AMERICA AS HE LEAVES THE CYCLE SHOP; DEADLY THOUGHTS GREET HIM AS HE EMERGES...!

RAY'S CYCLE REPAIR

I'VE ALWAYS CONSIDERED WAITING TO BE THE CURSE OF LESSER MEN! BUT THIS TIME, I MUST HAVE PATIENCE. I MUST WAIT UNTIL THE IDEAL MOMENT ARRIVES... TO STRIKE!

CAPTAIN AMERICA'S QUEST IS NOT A DIFFICULT ONE --THE HUNS ARE NOT KNOWN FOR THEIR LOW PROFILE.

A PHONE CALL TO A FRIEND IN THE POLICE DEPARTMENT GIVES HIS SEARCH DIRECTION.

AND SCATTERED BITS OF INFORMATION ALONG THE WAY GIVE IT DETAIL.

UNTIL, AT LAST, THE TRAIL LEADS TO A CONVERTED BARN NEAR SAUGERTIES, NEW YORK... A RAMSHACKLE BUILDING WHOSE PHYSICAL DECAY...

--IS ECHOED BY THE SYMBOLS OF MORAL DECAY THAT ADORN ITS INTERIOR WALLS: SWASTIKAS AND CROSSES THAT CHILL THE AVENGER'S SOUL EVEN MORE THAN THE FLIPPANT WORDS THAT WELCOME HIM...

WELL, WELL, WHAT'VE WE GOT HERE--A WALKIN' FLAG?

NAW, MAN, THAT'S CAPPY AMERICA!

ARLEEN JILL

SORRY, DUDE, THE HUNS DON'T GOT NO OPENIN'S FOR NEW MEMBERS RIGHT NOW!

I DIDN'T COME TO JOIN YOUR CLUB, MISTER! I CAME TO TALK TO ONE OF YOUR MEN.

THAT ONE--

--JOHN COULSON!

WHA-- ME?!

SORRY, FLAG-MAN, YOUR COSTUME DON'T MEAN SPIT HERE! AN' NO ONE TALKS TO A HUN 'LESS THAT HUN WANTS TO BE TALKED TO!

SO MAYBE YOU'D BETTER SPLIT, MAN. 'FORE WE HAFTA CLIP THEM CUTE LITTLE WINGS O' YOURS!

HEY, SOLEDAD! WHY DON'T WE PUT THIS BIG, BAD AVENGER TO A TEST? MAKE 'IM PROVE HE'S WORTHY O' TALKIN' TO A HUN!

GOOD IDEA, TURK!

HOW'S ABOUT IT, HERO? ARE YA MAN ENOUGH?

MAN ENOUGH THAT I DON'T HAVE TO PROVE IT. BUT IF THAT'S WHAT IT TAKES...

...WHAT DO YOU SAY, JOHN?

I UH... OKAY. SURE. WHY NOT? YOU PASS THE TEST -- I'LL LISTEN.

AND SOON...

SO. THIS IS YOUR IDEA OF A "TEST," EH?

THAT'S RIGHT, FANCY-PANTS. IF YOU CAN TAKE THE FULL-OUT PULL FROM A PAIR O' CHOPPED HARLEYS, YOU'RE MAN ENOUGH TO TALK TO A HUN.

OKAY, TURK, REAPER, REV 'EM UP--

HUNS

--AN' RIP 'IM APART!

MODIFIED ENGINES ROAR, SAWDUST SPITS FROM SPINNING WHEELS--AND CAPTAIN AMERICA STANDS STEADFASTLY, BARELY STRAINING TO WITHSTAND PRESSURES THAT WOULD TEAR THE LIMBS FROM A NORMAL MAN.

BUT IT IS THEN THAT AN UNEXPECTED PLAYER ENTERS THE GAME, AS WITH A MUFFLED CRASH ONE WALL OF THE BARN SHATTERS INWARD, GIVING ENTRANCE TO A MAN WHO HAD RECENTLY BEEN A STALKING SHADOW--

KRASH

--AND WHO NOW STANDS REVEALED AS--

-- DOCTOR OCTOPUS!

INDEED, AVENGER! I'VE BEEN LOOKING FOR YOU EVER SINCE THE MEDIA BEGAN REPORTING YOUR FREQUENT APPEARANCES AROUND BROOKLYN HEIGHTS! AND ONCE I FOUND YOU, I FOLLOWED YOU, WAITING FOR THE RIGHT OPPORTUNITY!

THIS OPPORTUNITY, CAPTAIN!

I'VE HEARD THAT YOUR SHIELD IS COMPRISED OF AN ALLOY EVEN STRONGER THAN ADAMANTIUM! AND SINCE I'VE HAD PROBLEMS WITH THE DURABILITY OF MY CYBERNETIC ARMS OF LATE--*

*IN SPECTACULAR SPIDER-MAN ANNUAL #1 & DAREDEVIL #165. -- JIM.

--STUDYING THE COMPOSITION OF THIS MUCH-VAUNTED DISC COULD HELP ME IMPROVE MY ALREADY FORMIDABLE EXTENSIONS!

DO FORGIVE ME IF I FORGET TO *RETURN* IT WHEN I'M THROUGH!

NO! NO ONE TAKES MY SHIELD!

NO ONE!

EVER!

WHRASH

GIIEEEK!

KR TRUNK

YOU'RE INSANE, OCTOPUS! CRIMINALLY INSANE!

AND I'M GOING TO STOP YOU--

--NOW!

EH--? ROPES! BINDING MY LEGS!

REALLY, AVENGER, AFTER ALL THE TIMES I'VE FOUGHT SPIDER-MAN TO A STANDSTILL, DO YOU HONESTLY THINK MERE HEMPEN STRANDS CAN HOLD ME?

SNAP

NO-- BUT I CAN!

ESPECIALLY SINCE THOSE "MERE HEMPEN STRANDS" SLOWED YOU UP LONG ENOUGH FOR ME TO CATCH YOU!

BARASH

YOU'RE STRONG, CAPTAIN! AND MUCH MORE PERSISTENT THAN I'D ANTICIPATED! BUT I--

--AM DOCTOR OCTOPUS! AND I SHALL BROOK NO MORE INTERFERENCE FROM--

--EH? HOLDING ON TO ONE OF MY ARMS! STILL FOLLOWING?!

VERY WELL, CAPTAIN! I DIDN'T WANT TO FIGHT YOU!

KTUNK

I ONLY WANTED YOUR SHIELD!

BUT NOW YOU SHALL PAY FOR YOUR STUBBORN PERSEVERANCE--

--WITH YOUR LIFE!

CHRAK

BAD MOVE, OCTOPUS! YOU SHOULD NEVER HAVE LET ME GET CLOSE ENOUGH TO MY SHIELD TO GRAB IT!

NOW YOU'RE GOING TO FIND OUT JUST HOW HARD THAT SHIELD IS--

"--FIRST HAND!"

KVOK

:UNGK:

I KNOW THESE CHAINS AREN'T STRONG ENOUGH TO HOLD DOC OCK ONCE HE COMES 'ROUND--

--BUT HOPEFULLY THEY'LL SERVE LONG ENOUGH--

--FOR ME TO FINISH WHAT I CAME HERE TO DO!

WHA...WHAT?! HE DARES TRUSS ME UP LIKE SOME SLAUGHTERED SIDE OF BEEF?

YOU THERE! CYCLISTS!

I'LL PAY YOU A THOUSAND DOLLARS APIECE TO HOLD THAT COSTUMED CRETIN WHILE I TAKE HIS SHIELD!

AND THEN YOU MAY WATCH AS I--

SORRY, FREAK. CAPTAIN AMERICA'S PROVED HIMSELF. IN THE HUN'S BOOK, HE'S OKAY!

SO WHY DON'T YOU JUST LOOK FOR YOUR ERRAND BOYS SOMEWHERE ELSE!

BLAST YOU!

AND BLAST YOU, AVENGER! YOU'VE WON... FOR NOW!

BUT OUR PATHS SHALL CROSS AGAIN, AT A TIME WHEN I'VE BOTH THE DESIRE AND THE RESOURCES TO TAKE MORE THAN YOUR SHIELD! AND WHEN THAT TIME COMES, CAPTAIN...

K-CHASH

"--BEWARE!"

SO WHAT NOW, FLAG-MAN? YOU GOIN' AFTER 'IM?

AND ANYWAY, I STILL HAVE A MESSAGE TO DELIVER!

OKAY, HERO, I'LL KEEP MY END OF THE BARGAIN. START TALKING.

NO NEED. LIKE THE MAN SAID... WE'LL MEET AGAIN.

QUITE SIMPLY, JOHN, YOUR FATHER ASKED ME TO COME HERE TO APOLOGIZE. HE ASKED ME TO TELL YOU HE'S SORRY IF HE WASN'T THERE EVERY TIME YOU NEEDED HIM, IF HE WASN'T ABLE TO GIVE ALL THE AFFECTION YOU MAY HAVE WANTED.

HE SAID NOT TO WORRY ABOUT THE CASH REGISTER MONEY -- THAT YOUR BEING HAPPY WAS WHAT REALLY COUNTED!

THAT IT?

THAT'S IT.

Y'MEAN... HE DIDN'T SEND YOU HERE TO DRAG ME BACK?

NO, THAT'S YOUR DECISION -- MAKING UP YOUR OWN MIND IS PART OF GROWING. A BIG PART.

I'VE DONE WHAT I CAN, JOHN. I'VE DONE WHAT I PROMISED.

THE REST IS UP TO YOU.

EPILOGUE: IT IS THREE A.M.

IT IS A ROW HOUSE IN SUBURBAN QUEENS, A DOOR IS OPENED, AND GENTLY CLOSED.

SO GENTLY THAT THE HOUSE'S SINGLE OCCUPANT, RAY COULSON, DOESN'T STIR FROM HIS EXHAUSTED SLEEP, DOESN'T HEAR THE SOFT FOOTFALLS APPROACHING, DOESN'T SENSE A ONCE-FAMILIAR PRESENCE--

--UNTIL...

HUH? WH-WHA--

JOHN!

SAY, POP, HADN'T YOU BETTER GET ON UP TO BED? IF I'M GOING TO WORK OFF THAT MONEY I TOOK, WE'LL HAVE TO OPEN THE SHOP PRETTY EARLY.

AND THAT TABLE DOESN'T LOOK ALL TOO COMFORTABLE.

JOHN, I...I DON'T KNOW WHAT TO SAY!

YOU DON'T HAVE TO, POP -- YOU'VE ALREADY SAID IT.

WELL, I GUESS I'LL SACK OUT NOW -- I'M KINDA TIRED. WE'LL TALK IN THE MORNING, OKAY?

S-SURE, SON. GOOD NIGHT. AND...

...WELCOME HOME.

ADDENDUM: THREE DAYS LATER, AVENGERS MANSION...

SO THEN I TOLD HER, "MARLENE, YOU'VE GOT TO BE KIDDING! EVEN AN AVENGER HAS TO REST SOMETI--

PARDON ME, MASTER BEAST, I'M SORRY TO INTERRUPT, BUT--

--THERE'S A GENTLEMAN TO SEE CAPTAIN AMERICA. HE SAYS HIS NAME IS "JONATHAN COULSON."

JOHN? HERE?

YES, SIR. HE'S WAITING IN THE FOYER.

AND SOON...

JOHN! GOOD TO SEE YOU! YOUR FATHER CALLED TO SAY YOU WERE BACK. HOW'S IT GOING?

WELL, THERE'S STILL A FEW ROUGH EDGES, BUT WE'RE WORKING AT IT.

THANKS TO YOU, WE'VE BEEN TALKING TO EACH OTHER- REALLY TALKING-- FOR THE FIRST TIME IN YEARS. AND IT'S TERRIFIC.

YOU'VE GIVEN US A LOT, CAPTAIN.

WHICH REMINDS ME-- THERE'S SOMETHING I'D LIKE YOU TO SEE. IT'S RIGHT OUT HERE...

WELL, WHAT DO YOU THINK? SHE'S CUSTOM MADE FROM FROM FRAME TO FORKS, HEAVY AMMO ALL THE WAY --THE FASTEST STREET MACHINE ON THE EAST COAST. I BUILT HER MYSELF, FROM SCRATCH ...

... FOR YOU.

JOEY, I ... I'M FLATTERED! IT'S A BEAUTIFUL BIKE. BUT I'M AFRAID I CAN'T ACCEPT REWARDS FOR--

IT'S NO REWARD, CAP. YOU ONCE TOLD ME THAT MAKING MY OWN DECISIONS WAS PART OF GROWING UP. WELL, SO IS PAYING MY DEBTS.

AND THAT'S WHAT I'M DOING NOW.

SO, WITHOUT FURTHER ADO, PRIVATE CITIZEN JONATHAN COULSON REQUESTING PERMISSION TO RETURN TO DUTY, SIR.

UH, MY DAD'S KINDA BUSY AT THE SHOP.

PERMISSION GRANTED, SON. GOOD LUCK TO BOTH OF YOU.

AND THANKS.

50¢ CC

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CAPTAIN AMERICA®

BEHIND BARS!

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MILGROM

Stan Lee Presents: CAPTAIN AMERICA!®

WELL, WELL. LOOK WHAT POPPED IN FOR A VISIT... CAPTAIN AMERICA HISSELF!

THAT FANCY PANTS FLAG-WAVER IS THE CREEP WHO SENT ME UP TO THIS JOINT.

SAME HERE! WHAT'S UP, *HERO-MAN*? YOU COME BY TO GLOAT?

HE LOOKS REAL BRAVE, DON'T HE?! STRUTTIN' IN HERE WITH A POLICE ESCORT LIKE HE *OWNED* THE PLACE!

YEAH! SURE WISH HE WAS ON THE INSIDE OF THESE BARS FOR TEN MINUTES. WE'D TAKE THAT PRIDE OUTTA HIS HIDE!

OKAY, CAP! THIS IS THE CELL THE WARDEN TOLD US TO BRING YOU TO--

--NOW, GET IN!

CRIME REPORTER : AL MILGROM
POLICE SKETCHES: A.KUPPERBURG
QUICK DRAW & AL MILGROM
LETTER OF THE LAW : JIM NOVAK
DOC MARTIN alias : ROUSSOS & DON W.
THE WARDEN : JIM SALICRUP
THE GOVERNOR : JIM SHOOTER

PRISON REFORM!

HERE'S YOUR NEW CELLMATE, BOYS!

BUT IT BEATS ME WHY ANYONE WOULD *REQUEST* A CELL WITH "THUMPER" MORGAN, THE TOUGHEST CON IN THE JOINT.

WOW!

THIS IS TOO GOOD TO BE TRUE...

...CAPTAIN AMERICA THROWN RIGHT IN-TO MY CELL.

UHNNF!

THUD

I ALMOST BEAT YA *LAST* TIME WE RUMBLED*--THIS TIME I'LL *KILL* YA!

*WAY BACK IN *TALES OF SUSPENSE #62* --JOCULAR JIM.

YOUR MEMORY IS AS WEAK AS YOUR CHIN, THUMPER.

AS I RECALL, OUR LAST SET-TO WENT PRETTY MUCH LIKE THIS.

BAH! I'M BIGGER--STRONGER THAN YOU! IN THIS CRAMPED CELL, YOUR SPEED WON'T DO YOU NO GOOD!

GOT TO DUCK... BLOCK THAT STOOL WITH MY SHOULDER...

K-CHUK

GIVE IT UP, HERO! THERE'S NO ROOM TO RUN!

THUMPER...

...CAPTAIN AMERICA DOESN'T NEED ROOM...TO RUN!

K-POW

I'M GOING TO BE HERE FOR A WHILE, THUMPER. SO LET'S MAKE THE BEST OF IT. YOU WON'T TAKE ME BY SURPRISE, AND YOU CAN'T BEAT ME!

I NOTICE YOU DIDN'T JOIN IN THE FRACAS, SON. THANKS.

HOW DID A YOUNGSTER LIKE YOU END UP IN A CELL WITH A HARDCASE LIKE HIM, ANYWAY?

HEY! I AIN'T NO *KID*, CAP! AND THE NAME'S ZACK, TONY ZACK! AS FOR HOW I GOT HERE...

MY FOLKS NEVER HAD NO TIME FOR ME! THE OLD MAN JUST THOUGHT I WAS TRASH! MA DID THE BEST SHE COULD -- BUT THAT WAS NEVER ENOUGH!

I TOOK TO RUNNIN' WITH A GANG IN THE BRONX!

COL DRINK COLA

'COURSE I HAD MY SHARE OF TROUBLE.

"GOT *MORE* THAN MY SHARE OF TROUBLE ONE TIME, WHEN THE GANG DECIDED TO GO BIG TIME -- PULL IN SOME REAL DOUGH FROM THE "MAN" 'STEADA CUTTIN' ON EACH OTHER IN THE STREETS.

"MY MA COULDA *USED* THAT MONEY -- TOO BAD I WAS SLOWER THAN MY BUDDIES GETTIN' OUT THE BACK WAY.

ACME LOAN CO.

"LIKE I SAID, I'D HAD MY SHARE OF TROUBLE. WHEN I CAME UP ON THIS FELONY RAP -- WELL, THE JUDGE WASN'T EXACTLY WHAT YA'D CALL... SYMPATHETIC.

"SO HERE I AM."

A LOT OF KIDS HAVE HAD IT ROUGH, TONY. MY OWN SITUATION, WHEN I WAS A BOY, WASN'T SO MUCH DIFFERENT.

BUT IT'S NO EXCUSE FOR TURNING TO CRIME.

NOT IF HE CAN'T DO ANY BETTER THAN THAT TWO-BIT ROBBERY ATTEMPT, IT AIN'T!

BUT WE'RE TAKIN' REAL GOOD CARE OF LITTLE TONY, HERE--PUTTIN' HIM THROUGH SCHOOL!

HE'LL BE AS TOUGH AND SAVVY AS THEY COME, BY THE TIME HE GETS OUTTA HERE...

RIGHT, KID?

UH...YEAH,,, SURE, THUMPER! THAT'S RIGHT!

HMMM! WARDEN MICHAELS WAS RIGHT. THIS IS A TYPICAL CASE OF THE PRISON SYSTEM TAKING A YOUNG OFFENDER AND TURNING HIM INTO A HARDENED CRIMINAL.

IT EXPOSES HIM TO DESPERATE, HOPELESS MEN WHO TEACH HIM THE TRICKS OF THEIR DISHONEST TRADES.

IT'S A SYSTEM THAT *MUST* BE CHANGED!

SAY, CAP-- YOU AIN'T TOLD US WHY *YOU* BEEN THROWN IN THE LOCK-UP.

IT AIN'T EVERY-DAY WE GET A BIG HERO FOR A ROOMMATE.

I'M IN HERE FOR JUST ONE REASON, TONY...

...TO *ESCAPE!*

ON THAT ENIGMATIC NOTE, "LIGHTS OUT" IS SOUNDED, AND THIS ODD ASSORTMENT OF CELLMATES RETIRE TO THEIR RESPECTIVE COTS.

THE NIGHT PASSES SLOWLY...

...BUT PASS IT DOES. AND WITH THE DAWN, CAPTAIN AMERICA IS ESCORTED FROM HIS CELL TO ATTEND...

A PRESS CONFERENCE?

YES, CAP. I THOUGHT IT WAS THE BEST WAY TO REVEAL THE REASON BEHIND YOUR INCARCERATION HERE.

AND JUST WHAT *IS* THAT REASON, WARDEN MICHAELS?

RIGHT TO THE POINT, AS USUAL, EH, HILDY? WELL, YOU ARE CERTAINLY WELL AWARE OF THE CONTROVERSY THAT HAS SURROUNDED THIS PRISON IN RECENT MONTHS.

AS YOU KNOW, THE FORMER SUPERINTENDANT, CARLSON, HAD AUTHORIZED THE INSTALLATION OF A HUGE, MAGNETICALLY-POWERED DOOR WHICH WAS TO HAVE KEPT THE PRISON SECURE.

THE ONLY THING WHICH COULD *OPEN* THE DOOR WAS A CERTAIN SEQUENCE OF SOUND WAVES. CARLSON CHOSE TO BE OVERLY IRONIC. THE SOUND HE CHOSE AS THE KEY WAS THE NAME: "CAPTAIN AMERICA."

"THE CONSEQUENCES WERE INEVITABLE."

SO WHO SENT YOU UP *THIS* TIME, EDDIE?

CAN YA BELIEVE IT? IT WAS ONE OF THOSE COSTUMED CREEPS--

THE GATE IS OPENING!

--CAPTAIN AMERICA!

HUH?!

WELL, WHAT ARE WE WAITING FOR? LET'S BUST OUTTA THIS HOLE!

"BY LUCKY COINCIDENCE, A CONTINGENT OF GUARDS WAS PASSING THE DOORS AT THAT PRECISE MOMENT."

AW, NUTS!

"A CATASTROPHE WAS NARROWLY AVERTED."

NO REAL HARM WAS DONE, BUT SOMEHOW, THE PAPERS GOT HOLD OF THE STORY.

LOCAL CITIZENS GROUPS WERE UP IN ARMS! THE MAGNETIC DOOR WAS REPLACED WITH A MORE CONVENTIONAL MODEL AND CARLSON RESIGNED. I TOOK OVER.

BUT THE PEOPLE DEMANDED FURTHER REASSURANCE.

THAT'S WHY I ASKED CAPTAIN AMERICA TO COME HERE.

CAP AND I HAD OCCASION TO SERVE TOGETHER DURING WORLD WAR II.

AS YOU CAN SEE, HE'S WEATHERED THE YEARS SOMEWHAT BETTER THAN MYSELF--BUT WAS STILL MORE THAN WILLING TO DO A FAVOR FOR AN OLD FRIEND.

WHEN I EXPLAINED MY PROBLEM, CAP SUGGESTED THAT WE IMPRISON HIM LIKE AN ORDINARY INMATE. HE WOULD ATTEMPT TO ESCAPE IN ORDER TO VERIFY JUST HOW SECURE THE PRISON TRULY IS.

CAP, YOU'VE BEEN AWFULLY QUIET. TELL ME... IF YOU'RE A FRIEND OF THE WARDEN'S HOW CAN WE REALLY BELIEVE THAT YOU'LL TRY YOUR BEST TO BREAK OUT AND CHANCE EMBARASSING HIM?

BECAUSE, MISS... HILDY--

--I GIVE YOU MY WORD!

CAPTAIN AMERICA'S WORD! THAT'S GOOD ENOUGH FOR ME!

GOTTA PHONE THIS STORY IN. THE CHIEF'LL KILL ME IF WE GET SCOOPED BY THE BUGLE AGAIN!

HA! I KNEW THIS TRUSTEE JOB WOULD PAY OFF FOR THE OLD DEACON SOONER OR LATER! I CAN USE THIS INFORMATION TO HELP ME BREAK MYSELF OUTTA STIR.

GUARD, IF YOU WILL RETURN CAPTAIN AMERICA TO HIS CELL, NOW...

YES, SIR!

NOW THAT HE'S GONE, I HAVE ONE MORE SURPRISE TO REVEAL. THIS NEW SURVEILLANCE SYSTEM THAT HAS BEEN INSTALLED DURING MY TENURE HERE.

CAPTAIN AMERICA IS NOT AWARE OF THIS SYSTEM, WHICH WILL MAKE HIS ESCAPE EFFORTS THAT MUCH MORE DIFFICULT. FURTHER, IT WILL ALLOW YOU TO WITNESS, FIRSTHAND, THE PRISON ROUTINE.

AND AS THE LONG DAY WEARS ON...

HUNNH! THIS IS WORSE THAN WATCHING DAY-TIME TELEVISION!

KIDDING ASIDE, GUYS. EXERCISE IN THE YARD, WORK IN THE LAUNDRY, A COUPLE OF MEALS, THEN BACK TO THEIR CELLS. WHAT A BORING, TEDIOUS LIFE.

OH, I DON'T KNOW-- HAVE YOU WATCHED "ALL MY CHILDREN" LATELY?

MY POINT, EXACTLY. SUCH AN EXISTENCE DOES NOTHING TO REHABILITATE THESE PERENNIAL OFFENDERS

THAT IS WHY I PROPOSE A SYSTEM OF SWEEPING PRISON REFORM--

--TO EDUCATE, TO ENLIGHTEN, AND INSTILL HOPE IN THESE MEN. TO PREPARE THEM FOR A USEFUL LIFE OUTSIDE OF PRISON.

BUT FIRST, THE SECURITY OF THE PRISON ITSELF MUST BE ESTABLISHED.

THE NEXT DAY, IN THE PRISON YARD CAPTAIN AMERICA IS THE SUBJECT OF SOME CONTROVERSY...

WHAT'S THE IDEA OF THEM PUTTIN' THAT AVENGER IN HERE WITH US CONS?

I DON'T *LIKE* IT! THEY'RE TREATIN' HIM LIKE A REGULAR CON, BUT HE MUST BE IN HERE TO *SPY* ON US!

WELL, IF HE WANTS SOMETHIN' TO REPORT, LET'S GIVE IT TO HIM!

YEAH, HE CAN TELL THEM JUST HOW LONG A SUPER-STOOL PIGEON CAN LIVE WHEN HE'S CAGED UP WITH SOME TOUGHER JAIL BIRDS.

HEY, WAIT A MINUTE YOU GUYS. I THINK CAP'S ON THE LEVEL...

STOW IT, KID!

OKAY, RED, WHITE, AND BLUE, HOW 'BOUT SOME... *UHNNN*... EXERCISE?

I WAS EXPECTING THIS!

WITH BARELY A CONSCIOUS THOUGHT, CAPTAIN AMERICA SWINGS INTO ACTION, BLOCKING THE HURTLING BARBELL...

...BECOMING A HUMAN FIGHTING MACHINE!

HOLD IT, BOYS! WE CAN BREAK THIS UP IF IT GETS TOO HAIRY, BUT CAP DOESN'T LOOK LIKE HE'S IN TROUBLE!

BESIDES, THIS I WANT TO *WATCH!*

IS THIS HOW YOU MEN *USUALLY* GET A WORKOUT?

IT MUST PLAY HAVOC WITH THE ATTENDANCE ON THE WORK DETAILS!

ONLY ONE WHAT WON'T BE ABLE TO WORK WHEN *THIS* LITTLE SCRAP IS OVER IS GONNA BE *YOU*, MAN!

LUCKY FOR ME HE STARTED TALKING BEFORE HE STARTED HITTING. IT GAVE ME A CHANCE TO ROLL FORWARD WITH THE PUNCH.

AND IF HE FOLLOWS UP LIKE I *EXPECT* HE'S GOING TO...

THUD

HE DID!

YOU TAGGED YOUR BUDDY-- NOW IT'S *MY* TURN TO GET INTO THE GAME!

YOU'RE IT!

WOW! LOOK AT THAT GUY GO TO TOWN! A COUPLE LIKE HIM WOULD MAKE OUR JOB A LOT EASIER!

BUT THERE AREN'T ANY MORE LIKE HIM!

BESIDES, ONE'S ENOUGH.

THE INMATES WOULD CERTAINLY SHARE THE GUARD'S SENTIMENT AS...

YOU GUYS SEEM TO ENJOY PUMPING IRON--

LET ME SHOW YOU A LITTLE TRICK I'VE BEEN TRYING TO TEACH LOU FERRIGNO!

IT'S NOT EXACTLY A CLEAN AND JERK--

--IT'S MORE LIKE CLEANING *UP* ON SOME JERKS!

BUT REMEMBER, FELLAS, WHEN WORKING OUT WITH WEIGHTS ALWAYS HAVE A BACK-UP MAN WHO CAN LEND A HAND IN CASE YOU LET ANYTHING--

...SLIP!

OOPS!

GNNNNGG!

WHEW!

THAT ABOUT SAYS IT.

MAN, LOOK AT THE WAY THOSE HARD CHARACTERS JUST MOVE OUT OF HIS WAY AS HE PASSES.

NOT MANY MEN COULD COMMAND THAT KIND OF RESPECT.

THE GUARD IS NOT THE ONLY ONE WHO HAS BEEN IMPRESSED BY CAPTAIN AMERICA ...

MAN, CAP -- THAT WAS REALLY SOMETHIN'! I AIN'T NEVER SEEN FIGHTIN' LIKE THAT.

I DIDN'T LIKE IT WHEN THOSE GUYS STARTED GANGIN' UP ON YA -- BUT NOW I SEE IT WAS YOU WHO HAD *THEM* OUT-NUMBERED!

YOU GOT CLASS!

THANKS, TONY. YOU'RE NOT BAD YOURSELF. I HEARD YOU TRYING TO TALK THOSE MEN OUT OF ATTACKING ME. I APPRECIATE THE EFFORT.

UH, LOOK, CAP! YOU SAID YOU WERE IN HERE TO TRY AND BREAK OUT! HOW COME YOU HAVEN'T DONE IT YET?

I HAVE TO GET TO KNOW THE LAYOUT A BIT BETTER FIRST, SON!

BESIDES, THERE'S SOMEONE IN STIR HERE, WHO I'M TRYING TO HELP!

AND THAT SOMEONE IS YOU, TONY!

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HUH! THE KID SURE IS GETTIN' CHUMMY WITH OL' STARS AND STRIPES, AIN'T HE? USED TO BE HE LOOKED UP TO *ME!*

I SURE WOULD LIKE TO SETTLE THAT HERO'S HASH!

DON'T BE A FOOL, THUMPER!

EH?

WHO YOU CALLIN' A FOOL, DEACON?

ARE *ALL* YOUR BRAINS IN YOUR FISTS?

YOU KNOW AS WELL AS I DO, THAT CAPTAIN AMERICA'S SOLE PURPOSE HERE IS TO ENGINEER AN ESCAPE.

ALL WE HAVE TO DO IS WATCH HIM, BIDE OUR TIME, THEN FOLLOW HIM OUT WHEN HE MAKES HIS BREAK!

HEY--! THAT'S RIGHT! GOOD THINKIN', DEACON!

OF COURSE!

NOW IT'S UP TO *YOU* TO SEE TO IT THAT NO HARM COMES TO THE GOOD CAPTAIN BEFORE HE *MAKES* HIS BREAK -- RIGHT?

RIIIGHT!

LATER THAT SAME DAY, IN THE PRISON METAL SHOP...

I TELL YOU, I'M GETTING SICK AND TIRED OF SEEING THAT RED, WHITE AND BLUE BOZO EVERY-WHERE I TURN!

YEAH! LET'S TURN HIM, BLOOD-RED, BLACK AND BLUE, INSTEAD!

UNAWARE THAT HE IS THE SUBJECT OF THAT OMINOUS CONVERSATION, CAPTAIN AMERICA WORKS SURREPTITIOUSLY ON A RATHER SPECIAL BIT OF METALCRAFT...

I'VE GOT TO BE CAREFUL NO ONE SEES ME WORKING ON THIS MAKESHIFT, MINIATURE VERSION OF MY SHIELD. IT WILL COME IN VERY HANDY WHEN I FINALLY MAKE MY ESCAPE ATTEMPT.

HEY, YOU GUYS, TH' GUARDS GRABBIN' A CUPPA COFFEE-- NOW'S OUR CHANCE!

YA DON'T HAVETA TELL ME TWICE!

UH, OH! I DON'T LIKE THE LOOKS OF THIS!

WHOTTA YA WANT, THUMPER? I GOT BUSINESS--

IF YOU GOT BUSINESS WITH THE HERO, YOU'LL HAVE TO TAKE IT UP WITH ME!

BACK OFF, BIG MAN! JUST 'CAUSE YOU'RE AFRAID OF YOUR NEW ROOMMATE...

AFRAID?!

SNIK

A DONNYBROOK ENSUES...

HMMM! ONE OF THOSE CONS PULLED A KNIFE! I'D BETTER PITCH IN BEFORE SOMEONE GETS BADLY HURT!

BUT FIRST I'LL USE THE DISTRACTION TO SLIP MY SHIELD UNDER MY SHIRT UNNOTICED, THEN...

...TO WORK!

K-WHAM

THUMPER SEEMS TO BE MORE THAN HOLDING HIS OWN, BUT...

HEY, BIG FELLA ...WHAT DO YOU SAY WE WRAP THIS UP?

YOU GOT IT, CAP!

MAN, *LOOK* AT THIS GUY! HE AIN'T EVEN BREATHIN' HARD AND I'M SWEATIN' LIKE A COLD WATER PIPE IN THE MIDDLE OF JULY!

NICE WORK, THUMPER! YOU HANDLED YOURSELF WELL!

AND, ACTING AS IF WITH A SINGLE THOUGHT, WRAP IT UP THEY DO!

YEAH? UH--THANKS, CAP!

YOU WERE PRETTY GOOD, TOO!

THIS NEWLY-FORMED "MUTUAL ADMIRATION SOCIETY'S" FIRST MEETING IS INTERRUPTED AS THE GUARDS AT LAST ARRIVE ON THE SCENE.

ALL RIGHT, YOU MEN -- BACK TO YOUR CELLS.

YOUR PRIVILEGES ARE GONNA BE REVOKED FROM NOW 'TIL DOOMS-DAY!

WHO'S RESPONSIBLE FOR THIS, ANYWAY?

I'M AFRAID I AM, OFFICER!

HUH?

MY PRESENCE HERE IS, UNFORTUNATELY, CAUSING UNDUE FRICTION AMONG THE MEN.

DON'T PUNISH THEM -- I'LL TAKE FULL RESPONSIBILITY.

WELL... OKAY, IF YOU SAY SO CAP!

HEY, HOW 'BOUT THAT! CAPTAIN AMERICA STOOD UP FOR US!

AIN'T THAT SOMETHING! MAYBE WE HAD THAT GUY PEGGED WRONG!

I DON'T GET IT!

SAY, CAP... THUMPER'S BEEN ON YER CASE SINCE YOU *GOT* HERE. WHY'D YA WANNA GO AN' HELP HIM OUT?

I DON'T LIKE SEEING *ANYONE* GANGED UP ON, TONY -- NOT EVEN A FOE.

SOME PEOPLE WOULD PROBABLY SAY I'M A SUCKER BUT, I GUESS IT'S JUST MY NATURE TO WANT TO HELP OUT THE UNDERDOG, UNDERSTAND?

YEAH, MAYBE I DO!

AND AS THE MEN ARE HERDED BACK TO THEIR CELLS TO COOL DOWN...

THUMPER, I SAW WHAT HAPPENED IN THERE. THOSE GUYS WERE GONNA JUMP CAP BUT YOU STOPPED THEM.

HOW COME? YOU STARTIN' TO LIKE THE GUY?

DON'T BE STUPID, KID!

I *HAD* TO KEEP HIM FROM GETTIN' WASTED, 'CAUSE HE'S OUR TICKET OUT OF HERE!

HUH?

SURE, THE DEACON AN' ME, WE GOT IT ALL FIGURED OUT, SEE?

WE FIGURE WHEN CAP MAKES HIS BREAK OUTTA HERE, THE GUARDS AIN'T ***REALLY*** GONNA BE DOIN' THEIR BEST TO STOP HIM.

SO A BUNCH OF US CAN GET AWAY AT THE SAME TIME!

'TIL THEN WE GOTTA KEEP HIM SAFE... STICK CLOSE TO HIM AND WHEN HE ***MAKES*** HIS BREAK--

--KEEP ***HIM*** FROM SPOTTIN' ***US!*** THEN-- WHILE THE GUARDS ARE LOOKIN' THE OTHER WAY TO GIVE ***CAP*** A CHANCE TO ESCAPE WE CAN GET OUT, TOO!

AN' IF WE'RE ***REAL*** LUCKY, WE'LL GET A CHANCE TO SETTLE WITH THE BIG HERO-MAN... ON THE OUTSIDE!

BUT-- BUT CAP JUST SAVED YOUR LIFE AN' YOU STILL WANT TO GET HIM KILLED?

TOO BAD, KID! I DIDN'T ASK HIM FOR NO FAVORS. YOU GOTTA LOOK OUT FOR ***YOUR-SELF*** IN THIS WORLD!

ANYONE WHO DON'T, IS NOTHIN' BUT A SUCKER! YA DIG?

SURE, THUMPER ...A SUCKER!

BUT SOMEHOW, IT JUST DON'T SEEM THAT WAY ANYMORE!

ALL RIGHT, MEN -- INTO THE LOCK-UP. LET'S MOVE IT!

C'MON, CAP. YOU TOO! QUIT DRAGGIN' YOUR HEELS!

OF COURSE, GUARD! SORRY!

I JUST WANTED TO GET INTO POSITION TO DO...

...THIS!

THIS WILL KEEP THE DEADBOLT FROM LOCKING!

TONIGHT, I MAKE MY BREAK!

IN A SINGLE, SMOOTH, UNOBTRUSIVE MOTION, WHICH FEW MEN COULD DUPLICATE, CAPTAIN AMERICA SLIPS A THIN METAL PLATE INTO THE DOOR AS IT CLOSES!

THE HOURS PASS SLOWLY, AS THEY ALWAYS DO IN PRISON, BUT AT LAST LIGHTS OUT IS SOUNDED AND TOWARDS DAWN, CAP SLIDES FROM HIS COT.

TONY AND THUMPER ARE ASLEEP -- IF I'M GOING TO MAKE MY MOVE IT'S GOT TO BE NOW.

WITH ALMOST INHUMAN STEALTH THE AVENGER EASES OPEN THE DOOR OF HIS CELL AND SLIPS INTO THE CORRIDOR...

GOT TO BE CAREFUL TO STAY OUT OF RANGE OF THOSE HIDDEN CAMERAS I SPOTTED. CLEVER OF THE WARDEN NOT TO TELL ME ABOUT THOSE.

BUT I NEVER EXPECTED THIS MISSION TO BE COMPLETELY FREE OF SURPRISES.

AND SPEAKING OF SURPRISES...

HAH! CAP THOUGHT I WAS SLEEPIN', BUT I HAD MY EYE ON HIM ALL THE TIME.

NOW I'LL TELL THE DEACON AND WE CAN FOLLOW THE MASKED MAN OUT OF THIS JOINT.

BUT THUMPER IS NOT AWARE THAT, HE, TOO IS BEING FOLLOWED.

HEY, DEACON -- IT'S THUMPER! CAP'S MAKIN' HIS BREAK! BUT HOW ARE YOU GONNA GET OUT OF YOUR CELL?

EASY, MY BOY! AS TRUSTEE, I HAD ACCESS TO MANY OF THE KEYS!

OF COURSE, JUST BEING ABLE TO GET OUT OF THE CELL DID ME NO GOOD. BUT NOW THAT WE'VE GOT CAPTAIN AMERICA TO SHOW US THE WAY OUT OF THE PRISON *ITSELF*...

...LET'S GO!

MOVING QUICKLY, THE DEACON FREES A NUMBER OF FELLOW INMATES IN THE IMMEDIATE CELL BLOCK...

WHY ARE YA LETTIN' ALL THESE GUYS OUT, DEACON?

THERE IS STRENGTH IN NUMBERS, THUMPER. NOT ONLY WILL THEY SERVE AS A DISTRACTION TO ANY GUARDS WHO CHANCE UPON THE BREAK--

--BUT IF IT COMES DOWN TO A BATTLE, WE'LL NEED AS MANY MEN AS POSSIBLE.

AS THE DESPERATE CONVICTS DASH THROUGH THE HALLS OF THE PRISON, THEY ARE UNAWARE THAT THEIR ACTIONS ARE BEING MONITORED BY THE HIDDEN CAMERAS CAPTAIN AMERICA STROVE SO HARD TO AVOID.

AND IN THE WARDEN'S OFFICE...

WHAT?!

WARDEN! THERE'S A *JAIL BREAK!*

BUT IT'S JUST REGULAR INMATES -- CAPTAIN AMERICA ISN'T EVEN *WITH* THEM!

WOW! I GOTTA GET THIS ALL DOWN! I COULD WIN THE PULITZER PRIZE...

IT WAS A DARK AND STORMY NIGHT...

MEANWHILE, CAPTAIN AMERICA MOVES LIKE A SWIFT, SILENT SHADOW HURTLING THROUGH THE DARK RECESSES OF THE PRISON.

IN HIS WAKE, THE GUARDS, ALERTED BY THE WARDEN, MAKE SHORT WORK OF THOSE PRISONERS WHO STRUGGLED VAINLY TO MATCH THE FLASHING SPEED OF THE RED-WHITE-AND-BLUE AVENGER.

CAN YOU BELIEVE THIS, FRANK? WE'RE TOLD TO BE ON THE ALERT FOR CAPTAIN AMERICA MAKING A BREAK...

...AND A BUNCH OF OUR REGULAR CUSTOMERS LIGHT OUT INSTEAD!

YEAH, WELL NOBODY'S GONNA GET BY *US!* YOU'D HAVE TO HAVE WINGS TO MAKE IT ACROSS THIS FLOOR UNSEEN.

SO THERE'S BEAN A *REAL* PRISON BREAK! IT'S JUST A MATTER OF TIME BEFORE THEY REALIZE *I'VE* ESCAPED!

IF THINGS GET OUT OF HAND, I'LL HAVE TO FORGET MY OWN ESCAPE AND HELP THE GUARDS.

MEANWHILE, I'LL DOUBLE BACK TO MY OWN CELL BLOCK--ONCE THEY KNOW I'M MISSING THEY'LL NEVER EXPECT ME TO STILL BE AROUND THERE.

CAP!

TONY!

MAN, YOU'RE A HARD GUY TO KEEP UP WITH! IF YA HADN'T COME BACK THIS WAY I *NEVER* WOULD HAVE CAUGHT UP WITH YA!

LISTEN, MAN! THUMPER AND DEACON ESCAPED! THEY WUZ PLANNIN' TO FOLLOW YOUR LEAD TO BLOW THE JOINT--THEN KILL YA! I HAD TO WARN YA!

I SUSPECTED SOMETHING LIKE THAT WHEN I HEARD THERE HAD BEEN A BREAK-OUT! THANKS, TONY!

BUT OUR FIRST ORDER OF BUSINESS--

HEY! LEMME DOWN! WHATCHA DOIN?!

--IS TO GET YOU BACK--

--IN YOUR CELL!

I DON'T MEAN TO SEEM UNGRATEFUL, TONY, BUT LIFE WILL BE EASIER IF YOU'RE SAFE AND SOUND BACK HERE-- RATHER THAN CAUGHT IN THE MIDDLE OF A JAIL BREAK ATTEMPT.

NOW--

--TO PUT--

--THE FINAL PART OF MY PLAN INTO ACTION!

FIRST, DOWN TO GROUND LEVEL--

--THEN I'LL USE MY MAKESHIFT SHIELD TO PRY THE COURT-YARD DOOR OPEN...

UHNNN--! IT'S TRICKY! HAVE TO APPLY JUST THE RIGHT AMOUNT OF LEVERAGE AT THE EXACT ANGLE...

DID IT!

AND NOW-- THE MOMENT OF TRUTH!

CAN EVEN I THROW THIS POORLY-BALANCED HUNK OF METAL WITH ENOUGH ACCURACY TO SERVE MY PURPOSE? ONE CHANCE IS ALL I'LL GET, IT WON'T RETURN TO ME IF I MISS, LIKE MY OWN SHIELD.

SNIK

HE TENSES HIS POWERFUL BODY-- COILING LIKE A SPRING, THEN IN ONE MOVEMENT-- FLUID, YET AT THE SAME TIME, EXPLOSIVE-- HE HURLS THE DISC...

AND IT SLICES THE ROPE ON THE FLAG-POLE NEATLY IN TWAIN!

AH--SUCCESS!

I HAD TO CUT THAT LINE NEAR THE TOP OF THE POLE IN ORDER TO GET SUFFICIENT SLACK--

--TO TRY THIS.

HE TAKES A HEADLONG, RUNNING START...

...GRABS THE SWAYING COIL OF ROPE...

...AND WITH A HERCULEAN EFFORT, BELIED BY THE GRACE WITH WHICH IT IS EXECUTED --

--HE CLEARS THE WALL!

I'M AT THE HEIGHT OF MY ARC, NOW. GOT TO TWIST MY BODY IN MID-AIR--GET THE EXTRA BIT OF MOMENTUM THAT WILL TAKE ME OVER THE WALL--

--WITHOUT GETTING MYSELF CRIPPLED OR KILLED WHEN I MAKE THE LONG DROP TO THE GROUND.

BACK WITHIN THE PRISON WALLS, CAP'S FEAT IS VIEWED WITH AN EQUAL MIXTURE OF AWE AND FRUSTRATION...

I CAN'T BELIEVE IT! DID YOU SEE WHAT HE JUST *DID*?!

YEAH, MAN! AND WE WUZ FOLLOWIN' HIM SO HE COULD LEAD US *OUTTA* HERE!

AIN'T *NOBODY* CAN MAKE A JUMP LIKE THAT!

NUTS!

THAT'S RIGHT, BOYS! AND YOU'RE GOING *BACK* TO YOUR CELLS RIGHT NOW!

THIS IS THE LAST OF THEM. CALL THE WARDEN AND LET HIM KNOW THE BREAK IS OVER!

AND, AS IF ON CUE, THE MASSIVE DOORS OF THE PRISON SWING INWARD, HERALDING THE RETURN OF--

--CAPTAIN AMERICA!

OKAY, WARDEN-- SO YA CAUGHT *US!* BUT CAP ESCAPED! YER PRISON'S A BUST-- YA FAILED!

I-- I DON'T KNOW WHAT TO SAY!

WARDEN, I'D LIKE TO RECOMMEND LENIENCY FOR THOSE CONVICTS WHO TRIED TO ESCAPE. AGAIN, I FEEL AS IF IT WAS MY PRESENCE HERE WHICH STIRRED THEM UP.

I'M SURE UNDER YOUR PROGRESSIVE PROGRAM OF PRISON REFORMS THEY'LL BEGIN TO RESPOND FAVORABLY.

I'D ESPECIALLY LIKE TO PUT IN A GOOD WORD FOR YOUNG TONY ZACK. YOU WERE ***RIGHT***, HE'S NOT A HARDENED CRIMINAL. WITH PROPER COUNSELLING HE CAN BECOME A PRODUCTIVE MEMBER OF SOCIETY.

OF COURSE, CAP. I'LL DEFINITELY REVIEW HIS CASE.

BUT WARDEN-- WHAT THAT CON SAID WAS TRUE! YOUR SYSTEM FAILED!

HOW CAN YOU SERIOUSLY CONSIDER A MORE LIBERAL PRISON SYSTEM, WHEN YOUR SECURITY IS SO POOR, THAT MEN CAN ESCAPE?

NOW, WAIT ONE SECOND, FELLA--!

"MEN" DID NOT ESCAPE. ONE ***MAN*** ESCAPED. THE WARDEN'S SYSTEM, EVEN UNDER THESE EXTREMELY UNUSUAL CONDITIONS, WORKED!

I THINK HIS PROPOSALS FOR REFORM SHOULD BE GIVEN A CHANCE, TOO. AND THAT'S THE WAY LITTLE HILDY'S GOING TO WRITE IT FOR HER PAPER!

BESIDES, THAT ONE MAN WHO ESCAPED-- THAT WAS NO ORDINARY MAN. THAT WAS CAPTAIN AMERICA!

WHEN YOU TRY TO IMPRISON *HIM*--

--YOU MIGHT JUST AS WELL TRY TO CAGE THE VERY SPIRIT OF FREEDOM ITSELF!

THE END.

NEXT ISSUE:

CELLULOID HEROES!

LETTERS TO THE LIVING LEGEND

c/o MARVEL COMICS GROUP
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THE GREAT CAPTAIN AMERICA CONTROVERSY

Something worth noting occurred to me recently. For many years now, Cap has been undergoing various identity crises, as writers have been making the mistake of constantly trying to move Cap with the times. Ever since CAP #120, every writer who's stayed with this book for more than two issues — and I mean *every* one — has been guilty of this. Every one, that is, prior to McKenzie's tenure. For years, Cap charged around in search of his identity, joining the radical crowd, the mod crowd (as a motorcycle-riding "Easy Rider" back in 1970–YECCCH!), the quitters, the faithless cynics, whatever was "in" as time went by.

Until 1978, Cap had spent issue after issue in one, long identity crisis. Then, Roger McKenzie took over, wrapped all that up, and settled Cap down to a definite line of characterization. This caused some disturbance among certain fans, because after all that soul-searching, Cap had returned to the staunch patriot he was portrayed as back in 1968. All those years of enlightening self-discovery, they cried, were for naught.

There is indeed a significance to Cap's return to his old character — not only here, but in AVENGERS, where he is definitely the most conservative member of the group. It is not that Cap has lost something; rather, he regained it. In ending his period of transient morality, wherein whatever was popular at the time was the way to go, Cap has thrown off the fads, and the fallacy that morality is a transient concept. Just because something is temporarily popular, doesn't make it right. In returning to the old values and representing what is best in America, Cap has once again become, for the first time in many years, truly worthy of being the rock-ribbed, John Wayne-style symbol of American solidarity.

Turning back the clock? Perhaps. But we could use more of that in this country. Cap has finally rediscovered what he knew when he first thawed out of that ice; all change is not progress.

So let's hear it for Captain America. Amid all the changes the world has endured, he has emerged once more as the living symbol of America... and stronger than ever!

Matt Kaufman
Urbana, IL 61801

Your letter is at once encouraging and disheartening.

I am overjoyed that you — like many other readers, apparently — feel that Cap has regained something over the past year. But at the same time, I am troubled and puzzled over your assertion that, in the midst of a seemingly never-ending search for identity, Cap threw in with "the radical crowd, the mod crowd... the quitters, the faithless cynics.." Like yourself, Matt, I have followed Cap's adventures for years — never missed an issue — but I don't recall the old shield-slinger ever doing such a thing.

Granted, memory is a selective thing. But scanning back over my collection, I failed to find a single issue in which Cap gave up all faith in the ideal of America. The nation, perhaps — it can be argued — but never the ideal!

Yes, I remember Cap getting involved in a college demonstration or two. I remember him stepping in and cooling — or trying to cool — heated situations and quelling riots that had erupted because both sides refused to talk. The Captain America I remember once said:

"This nation was founded by dissidents — by people who wanted something better. There's nothing sacred about the status quo--and there never will be!

"I don't believe in using force--or violence--because they can be the weapons of those who would enslave us. But, nor do I believe in an establishment that remains so aloof--so distant--that the people are driven to desperate measures..."

The Captain America I remember is the hero who was appalled and disgusted by the crimes of a certain high government official who had violated the trust of the people. Yes, and he was disgusted enough to realize his sacred duty, and — after a fair amount of soul searching — took up the shield once more. And that Cap is the same one I see in the comics today.

In one of the many discussions Roger McKenzie and I had over the past two years, Mac pointed out that Cap's stories had always mirrored what was going on in the nation at the time. The 1940s Cap was a patriotic Nazi-fighter; the fifties Cap engaged in red-baiting, anti-communist activities; the sixties Cap was an exuberant, if slightly introspective hero who immersed himself in adventure after adventure, barely stopping to take a breath. By the time the seventies rolled around, Cap — like so may others — had to step back and question just what in blazes he was doing... and what was going on around him. And I agreed with Mac that our biggest problem in bringing Cap's present adventures to full blossom would be to figure out just where America was headed in the eighties and to present a positive reflection. You've seen some of the groundwork in recent issues... more will be forthcoming in the next few months.

You see, Matt, Cap is not quite the rock-ribbed conservative you imagine him to be. As a matter of fact, he's probably about as dead-center in the political spectrum as one can get. (Iron Man is probably a bit more conservative than Cap, coming as he did from a good, old-fashioned, entrepreneurial-capitalist family.) Steve Rogers/Captain America grew up during the worst economic depression in the recorded history of the world. Steve's boyhood saw the growth of America's labor unions, social unrest, and — yes — campus demonstrations. If anything, Steve Rogers probably grew up as a New Deal liberal! Otherwise, he'd have gone stark-raving mad when he saw what the world was like after his many-decades sleep.

I guess what I'm trying to say, Matt, is that Captain America stands for truth, justice, and the American *Dream*. And anyone who thinks the American Way comes anywhere close enough to the Dream is living in a fool's paradise.

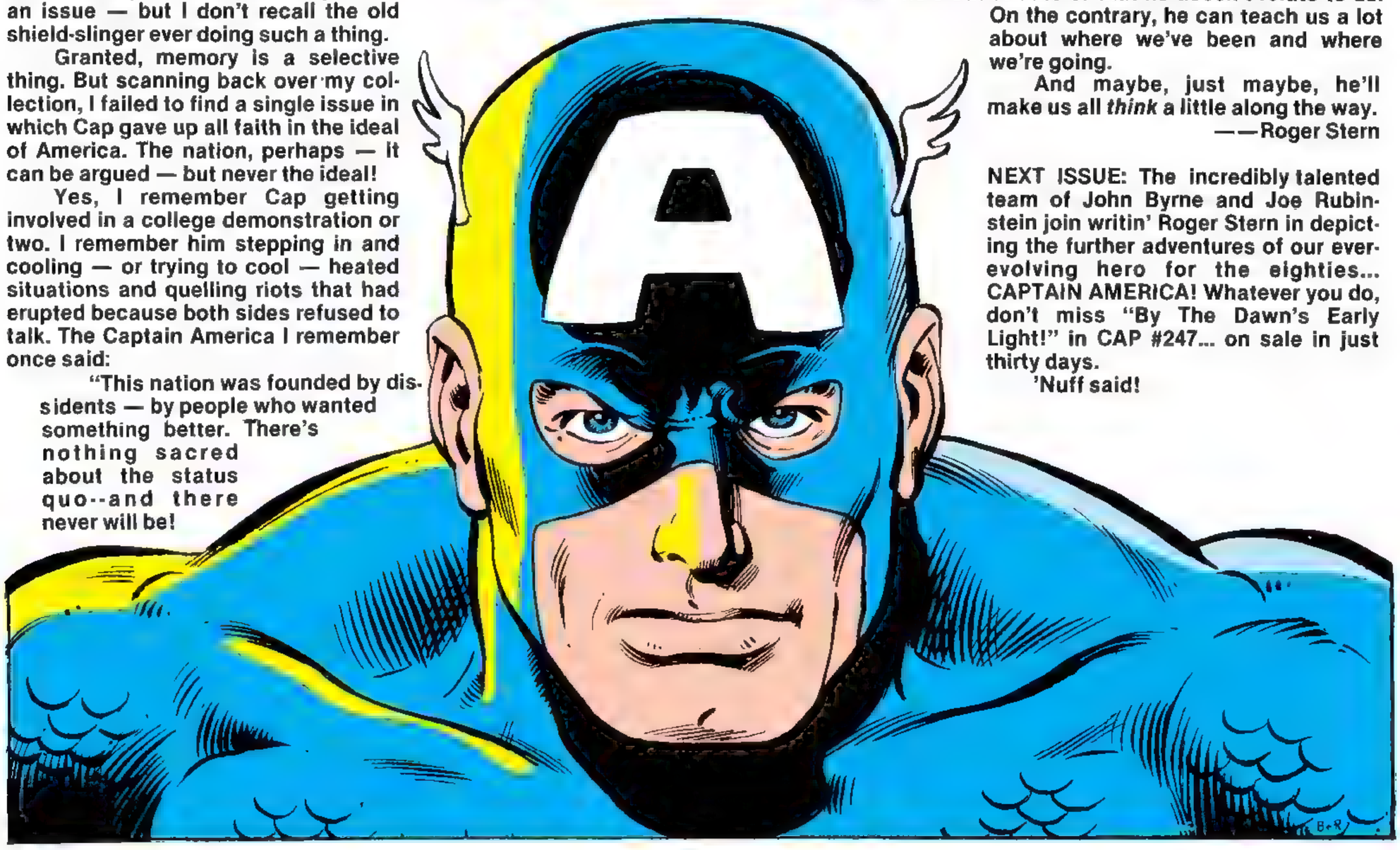
Sure, Cap is a little square, a little bit of a cornball! Don't forget, he grew up nearly two generations ago! But that doesn't mean he's out-of-date or that he doesn't relate to us. On the contrary, he can teach us a lot about where we've been and where we're going.

And maybe, just maybe, he'll make us all *think* a little along the way.

——Roger Stern

NEXT ISSUE: The incredibly talented team of John Byrne and Joe Rubinstein join writin' Roger Stern in depicting the further adventures of our ever-evolving hero for the eighties... CAPTAIN AMERICA! Whatever you do, don't miss "By The Dawn's Early Light!" in CAP #247... on sale in just thirty days.

'Nuff said!



Captain America #250 editorial on the origins of "Cap for President!"
by Roger Stern

LETTERS TO THE LIVING LEGEND

c/o MARVEL COMICS GROUP
575 Madison Avenue
New York, New York 10022

JIM SALICRUP
EDITOR
BOB BUDIANSKY
ASSISTANT EDITOR

Dear Marvel,

Re:CAP #'s 238-246.

Next issue, Roger Stern (somewhat fresh from his INCREDIBLE HULK stint), John Byrne (fresh from his work on the F.F. and his continuing work on the X-MEN), and Josef Rubinstein (ever ready) will take over and supposedly will create new classics. Rumor has it that they'll clear up Gerber's origin story (which desperately needs it), give Steve Rogers a new love interest, have Cap run for President, bring back the Red Skull, and uncover the whereabouts of the Invaders. With all this going on — and much more on the drawing board — it appears to me that issues #238-246 will soon be forgotten.

Issue #237 marked the end of Sal Buscema's second stint on the Living Legend. Since then, a number of artists like Frank Springer (the forgotten FURY artist), Rich Buckler, Fred Kida, Don Perlin, Carmine.Infantino, and Jerry Bingham have applied their talents to Cap's book. And... well, I guess what I'm trying to say is don't let these stories get lost in the shuffle. They are too good to be forgotten.

Good luck to you, Rog, John, & Joe! May your stint be long!

James Keepnews
Portsmouth Abbey School
Portsmouth, RI 02871

And thank *you* for the good wishes, Jim!

I was editor of CAP through much of the (seemingly endless) search for a new art-team for the book. And though things got a little hairy at times, I tried to see to it that the book kept moving forward storywise. I think we were all at least partially successful. So, never fear; plot elements developed during the nine-issue interim will not be ignored.

—R.S.

CAPTAIN AMERICA FOR PRESIDENT —THE STORY BEHIND THE STORY

The stories which appear in comics often evolve through a bizarre set of circumstances... and this issue was no exception. It all began nearly a year ago, when yours truly was the somewhat harried editor of several Marvel titles. As I recall, I was sitting at my desk, worrying over some story (editors do that a lot) — when Roger McKenzie and Don Perlin sauntered into my office. Rog and Don were deeply involved with CAPTAIN AMERICA at the time, and both of them seemed fairly excited over a new story premise.

"Don's come up with a dandy idea," drawled Mr. Mac in his winning Kentucky way. "We wanna run Captain America for President."

"Sounds interesting," I replied. "But won't it be a bit of a downer when he loses?"

"That's just it!" McKenzie chortled in triumph. "He doesn't lose... he wins! And we have the next four years' worth of stories set in and around Washington D.C.!"

I'm not certain, but I think my jaw hit my desktop.

"You can't do *that!* That's too much of a distortion of reality! I don't know who's going to win the election, but I know that it *won't* be Captain America! You're asking the readers to suspend their disbelief beyond the usual bounds of comics... or the usual bounds of Marvel Comics, anyway!" I gibbered on like that for a good five minutes.

"Shucks. I guess we can't do it, then!" Rog and Don shrugged and left.

Time passed...seasons changed...empires struck back.

And I found myself writing CAPTAIN AMERICA — the book I had edited for nearly two years — teamed with my old *compadre* John Byrne. Predictably, John and I ran up huge phone bills coming up with new ideas for CAP. Things were starting to jell nicely, but we had one major problem... what to do for issue #250. We knew that we didn't want to do a double-issue extravaganza, retelling Cap's origin in minute detail... if for no other reason than the fact that Cap's 40th anniversary issue (#255) was fast approaching, and we had definite plans for that!

Eventually, John and I got together at a New York eatery, and — with Jim Shooter and Ralph Macchio in attendence — tried to come up with an idea worthy of a two-hundred-and-fiftieth issue.

"Well," asked John, "when will it be on sale?"

"July," I replied, checking the schedule. "You know, we could almost do Don & Mac's 'Cap for President' story. That *is* convention time!"

"Why don't you?" asked Jim.

"I was just kidding, Jim. Cap isn't really the type who would run."

"I know," said Jim, "and that would be the whole point of the story... why he won't run!"

John and I looked at each other... looked at Jim... looked at Ralph... and the ideas started to fly.

Along the way, I mentioned to Rog and Don that I had gotten a story idea from the story of theirs that I had rejected. To their credit, neither of those gentlemen inflicted bodily harm upon my person... as a matter of fact, they seemed almost delighted.

Still, more recognition is due Messrs. Perlin and McKenzie for coming up with the furshluginer idea in the first place.

So, let the word go forth to every hamlet, village, and shopping mall that were it not for Don Perlin and Roger McKenzie, this issue would not have been possible!

(Thanks, guys! That's one I owe you!)

—Roger Stern
New York City
3/24/80

I must say that reaction to the mini-survey we ran in CAP #244 has been very encouraging. We received an incredible flood of mail in answer to our questions...and we thought you might like to see the results.

In answer to the questions: "What do you think are the major problems facing Cap and/or America in the 1980's?"

The response: for Cap

Making a go of civilian life	57.1%
Dealing with modern society	28.6%
Settling the question of his own identity	14.3%

The response: for America

The Iranian Situation	20.8%
Possibilities of limited or world war	11.7%
Energy crisis	10.4%
Soviet expansionism	9.0%
The economy	9.0%
Socio-political cynicism	7.8%
Terrorism	3.9%
Other	27.4%

Answers to the question: "...what old villains — if any — should return?" were overwhelming! Practically every bad guy in the Marvel Universe was mentioned. If we tried to list them all here, it would take most of the page... so we'll just say that the Red Skull led the pack by a wide margin.

Readers were divided on the question of future flashbacks with 37.2% for, 27.9% against, and 34.9% undecided.

But the big surprise came on the question of Cap's shield! A big 65.9% of the voters wanted us to keep the shield's origins a secret... as opposed to 27.3% who wanted an origin story and 6.8% who were undecided.

Finally, almost everyone waxed eleoquent on the question of Cap's role in society... but the answer we liked best was the reader who wrote that Cap's purpose is "...to preserve the American Dream against all odds and foes." That sums it up pretty well.

We'll see you next issue, okay? ——R.S.

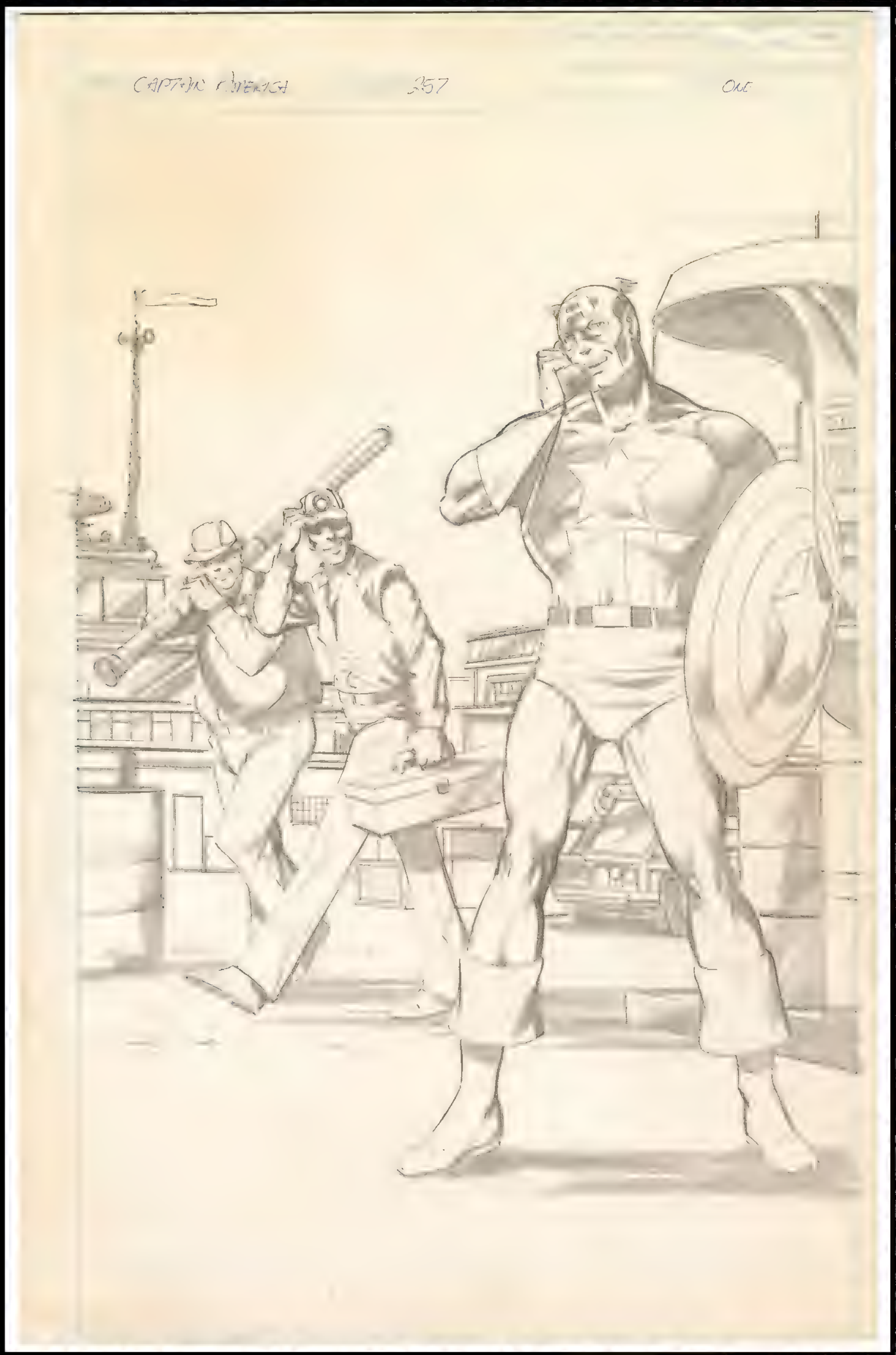
To give it a special look, Josef Rubinstein had the original art for the *Captain America* #253 cover photographed "through a steel etched filter at an effects house so that it would have an old fashion feeling to it." Then, he used a "single edge razor blade to scrape into [the photostat] and reinforce some of the lines that were closing up." These extra efforts are why the published piece differs in look from the original art.

Courtesy Ron Sonenthal

Captain America #255, page 7 pencil art
by John Byrne

Courtesy Mark Levy

At the time of their *Captain America* exit, Roger Stern had plotted the next issue and John Byrne had drawn six pages. Page 1 pencil art by John Byrne.



Courtesy Scott Dunbier

The story would have involved Cap's departure from England and the return of the Red Skull, Arnim Zola and the Swine. Page 2 pencil art by John Byrne.

Courtesy Scott Dunbier

Captain America #257, page 3 unused pencil art
by John Byrne

Courtesy Scott Dunbier

Captain America #257, page 4 unused pencil art
by John Byrne

Courtesy Scott Dunbier

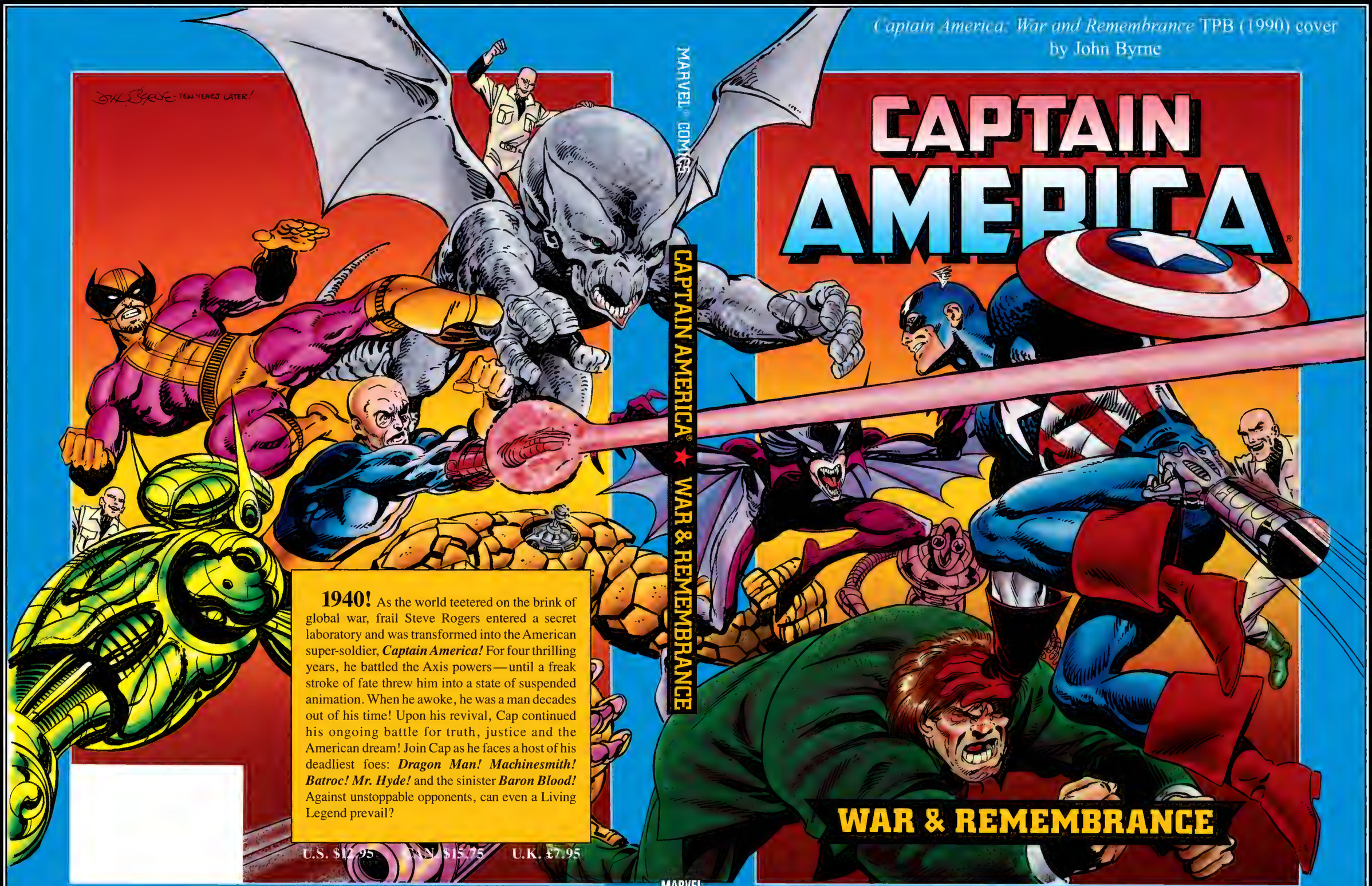
Captain America #257, page 5 unused pencil art
by John Byrne

Courtesy Scott Dunbier

Captain America #257, page 6 unused pencil art
by John Byrne

Courtesy Scott Dunbier

Captain America: War and Remembrance TPB (1990) cover
by John Byrne



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REMEMBERING CAP

BY ROGER STERN

(FROM *CAPTAIN AMERICA: WAR AND REMEMBRANCE* TPB, 1990)

The first time I saw Captain America was in the spring of 1964. I was celebrating my last day in the eighth grade. Cap was starring in the pages of *Avengers* #7. In the course of 22 pages, Cap officiated at an Avengers Board of Inquiry, took on five enormous wrestlers single-handedly (as part of his daily workout!), mourned the death of his partner Bucky, flew to the Amazon in pursuit of a Nazi war criminal and hitched a ride back to the States by clinging to the outside of a supersonic aircraft. I didn't know much about the good Captain at the time, but after reading that story, I knew that I wanted to know to know more!

As time went by, I managed to acquire and read—many times—all of Cap's adventures in *The Avengers*, in *Tales of Suspense* and in his own title. I also grew five inches taller, graduated from college and went to work for Marvel Comics…but that's another story.

Fifteen years later, I was asked to write *Captain America*.

Frankly, the assignment gave me pause. Sure, I'd spent a year and a half as *Cap*'s editor, but this was different! This meant sitting down and staring at a blank piece of paper until a story started to grow. And it couldn't be just any story…it had to be a story worthy of Captain America, the Living Legend of World War II, the Sentinel of Liberty! Captain America, whose stories had been crafted by Simon and Kirby, Lee and Kirby, Steranko, Romita, Colan, Buscema (both of them) and so many more! Captain America, who had been created by Joe Simon and Jack Kirby a good ten years before I was born! Obviously, it was going to be a challenge. There was certainly ample opportunity to fall on my face. But you don't get the chance to write *Captain America* every day, so I screwed up my courage and said yes.

Then I headed to the nearest bookstore.

You see, Captain America is both an idealist and a patriot—a living symbol of the American dream—and if I was going to make readers care about him, I had to get inside his head and thoroughly understand why he did the things he did. And since Steve Rogers—the man who became Captain America—was the child of an earlier generation, that meant understanding what life was life in the United States from 1920 through the Second World War. Thanks to the good teachers of my school years, I already had a basic knowledge of that time period and I knew where to look for more. I started reading (there's a recommended reading list below, for those of you who also have an interest in Cap's past), and I soon rediscovered why Cap was able to function so easily in today's world…he had grown up in an era of economic upheaval and government corruption, in a time when political and religious demagogues used the airwaves to increase their personal power and wealth. When Cap came out of suspended animation and rejoined the world after his decades-long sleep, things hadn't really changed that much. There were more people and the demagogues were using television instead of radio, but Cap had seen it all before. And despite the frustration of seeing how little people had changed, he hadn't given in to cynicism. That toughness of character was his greatest strength!

Oh, I almost forgot…before I started my research, I called up a friend of mine. "Guess what?" I said, "I'm going to write *Captain America*." "Great!" he said, "I want to draw it!"

You may have heard of my friend. His name is John Byrne.

In that summer of 1979, John and I had known each other four about five year, having first worked together for numerous comics fanzines. He had broken into comics about a year before I had, working briefly for Charlton Comics before landing a regular assignment to draw *Iron Fist* for Marvel. That led to another assignment… and another…and another. Along the way, I would up on staff at Marvel, eventually becoming John's editor on such series as *Marvel Two-In-One*, *The Avengers* and *The X-Men*. In those days, John was known primarily as the new, up-and-coming, hot-shot penciler. (Back then, artists were pretty much segregated into pencilers and inkers, and the writer/artist was a rare breed indeed.) At any rate, for some crazy reason, Mr. Byrne wanted to work with yours truly. We'd managed to squeeze in a *Hulk Annual*, but we'd never really gotten a chance to work together—writer and artist—on a regular series. Until *Captain America*.

Let me tell you, it was fun!

Aided and abetted by the inkmeister Joe Rubinstein, John and I had a ball pitting Cap against seemingly impossible odds—from Machinesmith and Dragon Man, through Batroc and Mister Hyde, and Baron Blood—and then watching him beat them. And in the midst of all the derring-do, we cut our hero a few breaks and gave him a chance to have a bit of a private life. We even introduced the lovely Bernadette Rosenthal in the hopes that Mr. Rogers might find a little romance in his neighborhood. But mainly, we tried to recapture all the thrills, excitement and glory of the Lee-and-Kirby stories we'd both read a decade-and-a-half earlier.

Before we go any further, I should explain something about the stories in this collection. When I had become the editor of *Captain America* in 1978, I'd inherited a story which purported to give the background of Steve Rogers in the years before he became Captain America. While a good idea, it suffered somewhat in the execution and it radically contradicted the previously established history of our hero. Unfortunately, there was then no time in the book's rushed publishing schedule for a rewrite; this new editor was stuck with the story. Ultimately, no one was happy with it, and I promised myself that someday, somehow, I would clear things up for readers. That's why, in the opening of our first story, Cap is on his way to visit his old friend Nick Fury and get to the bottom of "this latest memory mystery" so he can get on with his life. That's also why, in our ninth issue, we spelled out the complete origin and early history of Captain America.

A few worlds more about that…

About four issues into our series, John and I realized that issue #255 would be coming out on Cap's 40th anniversary. During our frequent long-distance telephone calls, we discussed what we should do for such an auspicious occasion. We knew we had to do something extra special, but what? And then, Mark Gruenwald—at the time, an assistant editor—challenged us to tell the legend of Captain America in a single cohesive issue. Well, the moment we heard that challenge, we knew we had our story! We'd take the readers back to the very beginning of Cap's career and tell—once and for all—the complete saga of Cap's origin! We could reveal *why* Steve Rogers was given the proud red-white-and-blue uniform! We could show how the terror of the Red Skull led indirectly to the creation of Captain America! We could even show Cap getting his new shield! The more we talked about it, the faster the ideas flew. John suggested reproducing the story directly from his penciled art, to suggest the rougher feel of the 1940s. I insisted that we use Franklin Delano Roosevelt as narrator, to add to the authenticity. And with John conjuring up images from Depression Era movies and the original Kirby-drawn comics, I dove back into my research books. The end result was *Captain America* #255.

It turned out to be our last issue. The whys and wherefores don't much matter now. Suffice it to say that forces beyond our control started spoiling the fun we were having, so we decided to leave on a pleasant note.

Do I ever regret leaving *Captain America*? Of course I do. We had already plotted a big three-part story, spotlighting the Red Skull. I had definite ideas in mind for developing the May-December romance of Bernie Rosenthal and Steve Rogers. And there were a whole raft of new enemies we were planning to turn loose on Cap. But it's never wise to dwell on what might have been. I'm just glad that John and I had those nine issues to do our best for Cap.

We had a lot of fun. We hope you have fun too!

Roger Stern

May 22, 1990

<u>Recommended Readings</u>

The Aspirin Age 1919-1941 edited by Isabel Leighton (Simon & Shuster)
Only Yesterday by Frederick Lewis Allen (Perennial Library)
Since Yesterday by Frederick Lewis Allen (Perennial Library)
Don't You Know There's a War On? by Richard R. Lingeman (Paperback Library)
FDR's Splendid Deception by Hugh Gregory Gallagher (Dodd, Mead & Company)

FORGETTING CAP

BY JIM SALICRUP

(FROM *CAPTAIN AMERICA: WAR AND REMEMBRANCE* TPB, 1990)

I can't remember the first time I was Captain America. I know I wasn't celebrating my last day in eighth grade because by then I was a longtime Captain America fan. Perhaps my first encounter with the star-spangled Avenger was watching him on TV, in the *Marvel Super Heroes* cartoon show—a show that gave new meaning to the phrase "limited animation." I certainly remember the theme song:

When Captain America throws his mighty shield,
All those who oppose his shield must yield.
When he's led to a fight, and the duel is due,
The red, white and the will come through,
When Captain America throws his mighty shield.

I kinda remember that I met Cap first in either *The Avengers* or *Fantasy Masterpieces* before finding his solo adventures in *Tales of Suspense*. Perhaps my fondest early memory of Cap was that he, along with Spider-Man and Sgt. Fury, was a super hero identity that the granddaddy of all all action figure toys, Captain Action, could assume. (Captain Action was a brilliant idea! He was the industry's answer to Barbie for boys. You'd buy the basic Captain Action doll, and then each outfit you'd buy would change him into a different hero! Boy, I really wanted a Captain Action doll, and now lo, these many years later, I still want one!)

As time went by, I managed to pick up many of Cap's adventures in *The Avengers*, *Tales of Suspense* and his own title. I don't have 'em all yet, but I'm still looking. I also grew a few inches taller, dropped out of high school and went to work for Marvel Comics…but that's another story.

Years later I was asked to edit *Captain America*.

Frankly, I didn't know what I was getting into. Sure, I'd spent a year and a half as *Cap*'s assistant editor, but this was different. This meant figuring out a direction for one of Marvel's longest-running super heroes. A character who, thanks to Joe Simon and Jack Kirby, was battling Hitler before the United States entered World War II. A living legend who had his own title in the Forties, again in the Fifties and again ever since the Sixties. Obviously, it was going to be a challenge. But hey, I was also going to edit *The Avengers*, *Iron Man*, *Fantastic Four*, *Marvel Two-In-One*, *Master of Kung Fu*, *Marvel Tales*, *X-Men* and *Spidey Super Stories*, so what was one more title? So I said, sure, I'll edit *Cap*.

A couple of bits of Cap trivia, that all the Cap editors should know, always stuck with me. Stan (The Man) Lee always insisted that Cap be drawn as one of Marvel's most handsome heroes, always making sure that the cleft in Cap's chin wasn't left out. Erstwhile editor-in-chief, Jim Shooter, was always fond of pointing to a panel from *The Avengers* by Stan Lee and Jack Kirby that summed up concisely Cap's never-say-die spirit. Through the magic of photostat operators and paste-up artists, that panel [from *The Avengers* #4, page 22] should be reproduced here.

I HAVE TOLERATED ENOUGH INDIGNITIES THIS DAY! NOW MY VENGEANCE SHALL BE SWIFT, AND SURE, AND WITHOUT MERCY!
HE'S STRONGER THAN ME--BUT I'LL FIND A WAY TO OUT-MANEUVER HIM!

The most important tip for the colorists regarding Cap is that the stripe directly under the star on Cap's chest is always red. (Perhaps Fred Hembeck would argue that the most important coloring tip is that Cap's ears aren't blue, but that, too, is another story.)

Before we go any further, I should explain something about one of the stories in this collection. One of the sneakiest things a comic book artist or writer can do is to create a "definitive" origin story. Why? Because, if there's any story likely to be reprinted over and over gain, thus garnering semi-generous reprint fees and royalties, it's got to be the origin! Not that long ago, I even edited a Cap paperback for the now-no-longer-in-exsistence Marvel Books that featured the origin from *Captain America* #255 in black and white, chopped up and slapped together Marvel Books style. Even more recently, I was a consultant on an audio version of *Captain America* #255 for a comic and cassette package being produced by MPI. I even got a semi-acquaintance of mine to do the voice of Franklin Delano Roosevelt.

You may have heard of my semi-acquaintance. His name is John Byrne.

I've always enjoyed working with John. As far as I'm concerned, he's the ideal comic book artist or writer. As a comic book editor, it's not that difficult to become jaded, to be so closely involved with the creation of super hero sagas that it spoils a lot of the magic of enjoying the finished product. Not so with John. It's always exciting for me to look at John's penciled pages as soon as they arrive. John strives to make his work not only as exciting as possible, but as *new* as possible. There's always something on every page that's visually interesting, that you never saw a million times before, in a million other comics. I've heard stories of other editors finding John "difficult" to work with. Generally, I've concluded that they didn't know how to work with John. When John commits himself to a project, it's a total commitment. He thinks through everything from the overall direct and concept of the character, to the tiniest details. If you work with John with the understanding that he wants to produce the best work possible, you'll find that he's more than willing to accept any suggestion that will make the work better. In a nutshell, it's safe to say, John never fails to impress me.

One of the unanswered questions regarding the stories in this book is why *Captain America* #255 was the last one by the sensational Roger Stern, John Byrne and Joe Rubinstein team. Well, since the whys and wherefores don't matter much now, I may as well tell you. When these stories were being produced, editor-in-chief Jim Shooter decided that he didn't want to see any more continued stories other than the occasional two-parter. The only way he'd let a three-parter go by, was if it was as good as the Galactus Trilogy by Stan Lee and Jack Kirby. Well, always trying to be an obedient editor, I told Roger this when he proposed his three-part story, spotlighting the Red Skull. Turns out Roger wasn't interested in cutting the story any, so he, John and Joe quit. That's life. Captain America has managed to continue on into the Nineties without any help from any of us. Let's face it, Cap was here clobbering Nazis before Roger, John, Joe and myself were even born, and he'll probably still be around, fighting for liberty and freedom long after we're all gone. There doesn't seem to be any hard feelings among any of us, especially since I've worked with all of the above gentlemen, since *Cap*, on many occasions. There, now you know.

Do I ever regret not editing *Captain America* anymore? Of course not. I've got my hands full editing *Marvel Age Magazine* and all the Spider-Man titles. (Besides, Cap's current editor, Ralph Macchio is doing a fine job.) Although, I've got to admit, it's always fun when Cap guest-stars in one of the Spidey titles. There's something special about Cap that's difficult to describe. It has something to do with all the stuff Cap represents. Stuff that can be easily dismissed as corny and old fashioned, but if done properly, can renew your faith in the patriotic ideals of this country. Cap makes it okay to love America all over again.

One last bit of Cap trivia before I skedaddle. For Cap's 40th anniversary, I decided to bring back the logo from *Captain America Comics* #1 for *Captain America* #255. I was surprised when Mark Gruenwald, who took over editing *Cap* after me, brought that logo back on a regular basis. Thus, my only lasting contribution to the *Captain America* comic is bringing back a 50-year-old logo, making it about the oldest logo currently running on any Marvel comic. I know, big deal, but it's the little things that make editors happy.

Hey, it was fun being around for Cap's 40th anniversary, and now, thanks to Mike Rockwitz, it was fun being a part of Cap's 50th anniversary. I may not be able to remember when I first saw Cap, but I know I'll never forget him.

(Now, if I could only find one of those Captain Action dolls…)

Jim

Flag Day
1990

BIOGRAPHIES

ROGER STERN

Born in Noblesville, Indiana, in 1950, Roger Stern was a self-professed "child of the '50s," immersing himself in pop culture icons like Lucille Ball, the Lone Ranger, and especially Superman. After graduating from Indiana University, Stern worked at Indianapolis' WXLW radio and formed a comic fan collective with fans in the region. Stern teamed with fellow Hoosier Bob Layton to transform Layton's comic sales business into the fanzine *CPL* (*Contemporary Pictorial Literature*). Their efforts led to an offer from Charlton to create the publisher's official fanzine, *Charlton Bullseye*. Soon after, Stern's fandom pal Roger Slifer contacted him with an opportunity to interview for a Marvel staff job. Stern raced to New York to put his passion for comics to the test. He was hired as an assistant editor and in 1975 embarked on an eleven-year career at Marvel. Stern's early editing duties saw him guiding the Avengers family of titles, *Master of Kung Fu*, *Spider-Woman*, and others. He also presided over *X-Men* during the seminal Chris Claremont, John Byrne, and Terry Austin run, and plotted *Marvel Premiere* #50 starring rocker Alice Cooper.

In 1978, he began to take on regular writing work on *The Incredible Hulk* and *Doctor Strange*. His compelling storytelling quickly earned him an audience and turns writing *Captain America* and Spider-Man in *The Spectacular Spider-Man*. The latter title led to his tenure on *The Amazing Spider-Man*, a run regarded by many as second only to Stan Lee's. Amongst their many Spidey highlights, Stern and artist John Romita Jr. introduced the Hobgoblin and a new Captain Marvel, Monica Rambeau. Stern also began a long stint on *The Avengers*, launched *West Coast Avengers*, and returned for another celebrated run on *Doctor Strange*.

When his tenure with Marvel came to an end in the late '80s, Stern became indelibly linked to the Man of Steel with iconic work that included "The Death of Superman." Since then "Uncle Rog," as he is known to his devoted fans, has returned to Marvel to write several series including *Avengers Forever*, *Amazing Spider-Man*, *Marvel: The Lost Generation*, *Captain America Corps*, and more.

JOHN BYRNE

With his naturalistic style captivating legions of fans, John Byrne became one of the most influential and popular comic artists of the '70s and '80s. Born in England but raised in Canada, with four years of art school training under his belt, Byrne headed straight for the comics business, getting his start with Charlton Comics.

He produced his first original creations, the robot Rog-2000—which appeared as a backup strip in *E-Man*—and *Doomsday +1* at Charlton. Though the art was rough compared to his later standards, it drew the attention of Marvel Comics, where he found work on *Champions*, *Iron Fist* and *Marvel Team-Up*. The relationship he established on these books with writer Chris Claremont led to his entry on a title that was rapidly ascending in importance at Marvel: the "All-New, All-Different" *X-Men*.

Taking the torch from Dave Cockrum, for the next five years Byrne penciled and co-plotted the adventures of Marvel's mutants. His fresh style translated perfectly to the new cast of characters, and together Byrne and Claremont built the X-Men into a keystone title at Marvel. However, just after the twin triumphs of "The Dark Phoenix Saga" and "Days of Future Past," Byrne left the book.

His next major achievement was a long run as writer/artist on *Fantastic Four* that restored the title to its imaginative best. His run hearkened back to the glory days of Lee and Kirby and is arguably the milestone achievement of his career. Other high points in his early '80s Marvel work included "War and Remembrance," a bracing set of Captain America stories with Roger Stern and *Alpha Flight*, a team of Canadian heroes written and drawn by Byrne.

Next, Byrne headed to DC Comics to revive the flagging Superman franchise with a reset of the Superman mythos that was enormously popular at the time and is still hailed as a masterpiece decades later. After two years helming Superman, Byrne returned to Marvel to work on a diverse set of books including the New Universe's *Star Brand*, the irreverent *Sensational She-Hulk* and the high-tech adventures of Iron Man. In the 1990s, Byrne launched his creator-owned series *Next Men*, scripted the first issues of Mike Mignola's *Hellboy* and delivered the goods for both Marvel and DC on numerous titles. Today, the implacable Byrne continues to write, draw and preside over a popular website. He was inducted into the Eisner Hall of Fame in 2015.

MIKE W. BARR

Mike W. Barr's first professional comics work was in 1974-75 with a pair of Elongated Man stories in *Detective Comics*. In 1978, he notched a credit on *Weird War Tales* and by 1980 Barr's career took off. He graduated to A-list characters like Batman and Green Lantern, wrote a seminal appearance of Punisher in *Captain America* #241, scripted *Marvel Spotlight* #8—one of Frank Miller's first Marvel jobs—and contributed to *Star Trek* and *Marvel Team-Up*. DC snapped up his services as an editor, leading to a six-year stint at the publisher. Barr and artist Brian Bolland created a sensation with *Camelot 3000*, DC's first foray into direct-market exclusive series and higher production values. His association with *Star Trek* extended from his work on the inaugural Marvel series to the first sixteen issues of the 1984 DC iteration. As the '80s continued, Barr delved deeper into the world of the Caped Crusader in *Batman*, *The Brave and the Bold*, and *Detective Comics*—including the "Year Two" storyline drawn by new talents Alan Davis and Todd McFarlane. It was Barr's long list of Batman graphic novels where he made his most memorable statements, including *Batman: Son of the*

Demon and *Batman: In Darkest Knight* graphic novels with artist Jerry Bingham. In 1988, Barr launched his creator-owned whodunit series *The Maze Agency* at Comico with artist Adam Hughes. When Malibu launched its Ultraverse line in 1993 Barr helmed *Mantra* with artist Terry Dodson and Adam Hughes and contributed to the line's other titles. He also contributed to Dark Horse's *G.I. Joe* and returned to *The Outsiders* at DC. Recent credits include work for Bongo's *Simpsons* comics line and DC's digital-first *Legends of the Dark Knight*.

CHRIS CLAREMONT

It is hard to remember a time when the word "mutant" didn't correspond with the largest and most ardently followed franchise in comics, but in the mid-'70s the X-Men were naught but a forgotten team of misfits. Chris Claremont and his collaborators took this moribund property and issue by issue transformed it into a phenomenon now known the world over.

Claremont began his career in comics in the early '70s pitching in on issues of *Avengers*, *Daredevil* and *Incredible Hulk*, while also delivering several text stories to Marvel's black-and-white magazines. His first regular writing gig was *War Is Hell*, a "weird war" title that came to a close just as his run on *X-Men* and *Iron Fist* began. *Iron Fist*, which rolled out of the pages of *Marvel Premiere*, was done in concert with artist John Byrne, forming a key partnership that would pay big dividends later. Other high-profile projects from Claremont's first full decade in comics included *Marvel Preview*'s Starlord, *Ms. Marvel*, *Marvel Team-Up* (again with Byrne) and *John Carter: Warlord of Mars*.

But it was in the pages of *X-Men* where Claremont would change comics history. In tandem with artists Dave Cockrum and John Byrne, Claremont helped build a cornerstone franchise for Marvel. After writer Len Wein launched the newly updated series in 1975 with *Giant-Size X-Men* #1, Claremont was tasked with guiding the new adventures of the mutant misfits, and he did so by crafting layered stories that balanced crisp dialogue with high-octane action. Claremont placed a premium on characterization, a lofty goal in a team book with many players, but he did so deftly enough to spin a wide-ranging tapestry of characters, each of whom became fan favorites.

Leading breathless fans down the path of classics including "The Dark Phoenix Saga," "Days of Future Past," and *God Loves, Man Kills*, he helped build such an intense loyalty that it only made sense to spin-off the X-Men's success into new books. The first such spin-off was *The New Mutants*. Later in the decade, Claremont launched *Excalibur* with Alan Davis and established a regular series for Wolverine with John Buscema.

In 1990, he launched a new sister title for the main team of mutants with Jim Lee; *X-Men* #1 premiered to numbers that made it the highest-selling comic ever. After a long break from the company, Claremont returned to Marvel in 2000, and over the next ten years wrote the novelization of Bryan Singer's X-Men film, took on the Fantastic Four, and charted the adventures of Marvel's mutants across a variety of titles. He was inducted into the Eisner Hall of Fame with its 2015 class.

GENE COLAN

Gene "The Dean" Colan spent his life as a comics artist perfecting a unique style that relied on realistic figure drawing and moody shadows. At a time when the norm lent itself to more abstract cartooning, Colan helped broaden the aesthetic range of what comics could look like.

Born in Brooklyn in 1926, Colan always had an interest in drawing, and he took up studies at the Art Students League of New York. Colan served his country during World War II in the Philippines, and though this delayed his art career, it eventually paid off with a solid acumen at drawing realistic scenes of warfare for DC Comics (*Our Army at War*, *All-American Men at War*) and the Atlas/Marvel titles (*Battle*, *Marines in Battle*, *Navy Combat*). Over the next 15 years, Colan would continue to work on war, romance, horror and sci-fi comics, as well as licensed titles like *Hopalong Cassidy*.

But when the super-hero genre broke wide open again in the '60s, Colan was ready to take it on with gusto. Under the pseudonym Adam Austin, he first drew Marvel Comics super heroes, including Namor, the Sub-Mariner in *Tales to Astonish* and Iron Man in *Tales of Suspense*. Colan then moved on to a celebrated run on *Doctor Strange* with Roy Thomas, and a stint on *Captain America*, but the Marvel character he is most often associated with is Daredevil. Colan's *Daredevil* pages were steeped in fluid, athletic grace for nearly every issue across an 80-issue run leading to #100. He also drew a handful of issues right before Frank Miller would come on board, Miller's *Daredevil* naturally owing a great debt to the already established visual precepts of the Colan era.

During the rest of the '70s, Colan displayed the diversity of his talents drawing the satirical *Howard the Duck* and the horror series *Tomb of Dracula*. The latter was drenched in the mysterious and shadowy style that Colan had evolved over the years, which reached its zenith in the service of Marvel's version of Count Dracula. He drew the entire 70-issue run.

Colan worked steadily into the '80s, once again drawing *Doctor Strange* for Marvel and also doing work for DC, including *Night Force*, *Silver Blade* and an extended run drawing Batman. In 2005, Colan was ushered into the Will Eisner Hall of Fame, earning well-deserved acclaim for his life's work. In 2009, Colan returned to the pages of *Captain America* to draw a World War II-based epic that would win the 2010 Eisner Award for Best Single Issue. It would prove to be his last major work in comics, as he passed away in 2011 at the age of 84.

LEE ELIAS

Born in 1920 in Manchester, England, Lee Elias immigrated to the United States with his family at the age of six. At 14, the precocious Elias began selling gag cartoons to a liquor trade publication. He received formal art training at Cooper Union and the Art Students League, after which Elias—a Milton Caniff fan took to the newly established comic book medium in 1943, drawing for Fiction House and, later, Timely Comics,

Hillman Periodicals and National Comics Publications. In 1946, at Harvey Comics, he began drawing *Black Cat Comics* and would continue doing so for the next five years; he also took on the comic book iteration of Caniff's *Terry and the Pirates*. In the 1950s, Elias shifted his workload primarily to comic strips, assisting Al Capp on *Li'l Abner* and George Wunder on *Terry and the Pirates*, and drawing his own Sunday strip, the sci-fi *Beyond Mars*. In 1959, Elias returned to comic books at DC, drawing Green Arrow in *Adventure Comics* and *World's Finest Comics* and a wealth of stories in DC's horror anthologies. By the mid-'70s, he picked up several jobs with Marvel, drawing *Power Man* and *Daredevil*, and launching *The Human Fly* with writer Bill Mantlo, a series for which Elias drew most of the issues. After drawing for Warren Publishing in the late '70s, Elias largely retired from comics. He passed away in 1998.

ALAN KUPPERBERG

Alan Kupperberg's experience with all facets of writing, art, advertising and design helped make him a "jack of all trades" in comics, with credits as a writer, penciler, inker and letterer. He began his career in the early 1970s in DC Comics' production department and Neal Adams and Dick Giordano's Continuity Associates studio. Kupperberg's first art credit was a single-page story in *Young Romance* #183 (June 1972). In 1974, he moved to Atlas/Seaboard where he served as a letterer, colorist, editor and production manager. After Atlas/Seaboard's demise, Kupperberg started working at Marvel, including penciling an adaptation of Robert Bloch's "The Living Dead" in *Vampire Tales* #5. He was a frequent contributor to *Crazy Magazine*, which often featured his scripts for the "Obnoxio the Clown Fun Pages." Clowns seemed to be a preoccupation for Kupperberg, as he would illustrate Frenchy the Evil Clown in *National Lampoon*, and would write, draw and letter the 1983 *Obnoxio vs. the X-Men* one-shot. Kupperberg racked up an impressive amount of fill-in and pinch-hit jobs on Marvel titles like *Captain America*, *Defenders*, *Doctor Strange* and *Avengers*, plus short runs on *Amazing Spider-Man*, *Marvel Two-In-One*, *Thor* and *Spitfire and the Troubleshooters*. He also drew several issues of *What If?* and the four-issue miniseries *Iceman*, and is perhaps best known for long runs on *Invaders* and DC's *Blue Devil*. Kupperberg also served as illustrator of the syndicated comic strips *Hulk*, *Howard the Duck*, and *Little Orphan Annie*. Kupperberg passed away in 2015.

BILL MANTLO

From the mid-'70s through the late-'80s, Bill Mantlo established himself as one of the most dedicated writers in the comics industry, writing hundreds of stories across dozens of titles, primarily for Marvel Comics.

Mantlo broke into comics as a colorist, but it wasn't long before he was given a crack at writing a fill-in story, a "Sons of the Tiger" story in the black-and-white *Deadly Hands of Kung Fu* magazine, and his true comics talent began to emerge. The quality of his work led to his installation as that book's regular writer, a tenure that included the notable achievement of introducing comics' first Puerto Rican hero, the White Tiger. After achieving notoriety within the Marvel offices as a guy who could knock out credible fill-in scripts at a moment's notice, Mantlo was given more regular work. One early highlight was his 20-issue tenure on *Iron Man* that began the Golden Avenger's return to prominence. As one might expect from someone with such a volume of work, Mantlo was game to take on projects others dismissed, and he did it with an unfeigned aplomb that elevated the work.

It was on two licensed titles that Mantlo built his legacy. Inspired by a toy given to his son at Christmas, Mantlo lobbied Marvel to adapt Micronauts into an ongoing series. The award-winning epic he spun with artistic luminaries like Michael Golden and Pat Broderick is still highly revered by comics fandom as is his even longer run on *Rom*, wherein he developed a universe filled with Spaceknights, Dire Wraith monsters and outer space intrigue. Other notable credits in Mantlo's career include *Incredible Hulk*, *Alpha Flight* and *Spectacular Spider-Man*.

Just as Mantlo had begun a new career as a public defender with the New York City Legal Aid Society, he was struck by a hit-and-run driver and went into a weeks-long coma from severe head trauma. He has since been under constant medical care. The comics community has led multiple fundraisers to aid in the continuing care of a talented writer who is missed by his many fans.

DAVID MICHELINIE

In 1974, David Michelinie moved to New York City determined to get his break in comics. DC editor Michael Fleisher recognized Michelinie's talents and took him under his wing, giving the young writer assignments in DC's horror anthologies. By the end of the year, Michelinie had landed his first regular gig, writing the Unknown Soldier in *Star Spangled War Stories*. He would hold down that series for the better part of two years, racking up additional credits in *Swamp Thing*, *Phantom Stranger*, and launching the sword and sorcery series *Claw the Unconquered*. Michelinie concluded his tenure at DC with credits including *Starfire*, *Star Hunters*, *Karate Kid* and an influential run on Aquaman that included the death of the hero's son. By 1979, Michelinie was writing exclusively for Marvel. His career-defining *Iron Man* run with writing partner (and inker) Bob Layton and artist John Romita, Jr. introduced Jim Rhodes and chronicled Tony Stark's descent into alcoholism. On *The Avengers*, he collaborated with artists John Byrne and George Pérez, and introduced the Taskmaster. He and Byrne also debuted Scott Lang as Ant-Man in *Marvel Premiere* #47.

In the early 1980s, Michelinie wrote *Star Wars* and *The Further Adventures of Indiana Jones*; *The Aladdin Effect* and *Revenge of the Living Monolith* Marvel Graphic Novels; and his Epic Comics series *The Bozz Chronicles* with artist Bret Blevins. In 1987, he returned for another celebrated run on *Iron Man* with Layton. A stint on *Web of Spider-Man* earned Michelinie the opportunity to write the core Spider-Man title, *The Amazing Spider-Man*, where he scribed the wedding of Peter Parker and Mary Jane Watson; and with superstar artist Todd McFarlane, introduced the massively popular villain Venom. Toward the end of his run, he introduced the spin-off villain Carnage. A

'90s return to DC saw Michelinie writing Superman in *Action Comics*, including the wedding of Clark Kent and Lois Lane. He also joined industry upstart Valiant Comics to write *Rai*, *Turok*, and *H.A.R.D. Corps*. His most recent credits at Marvel have reunited him with Bob Layton on *Iron Man: Bad Blood*, *Iron Man: Legacy of Doom* and *Iron Man: The End*.

AL MILGROM

Though arguably his highest profile in comics came as the fan-favorite editor of *Marvel Fanfare*, Al Milgrom has made significant contributions as a penciler, inker and writer over his four decades in the industry. Al came up in the '70s both assisting the legendary artist Murphy Anderson and later serving as one of Neal Adams' Crusty Bunkers art squad, in the meantime having his early work published at Charlton Comics, Atlas/Seaboard, Warren and the indie sci-fi anthology *Star*Reach*. His first major inroads in the industry occurred with Marvel, where he followed up Jim Starlin for a long run drawing *Captain Marvel*. Continuing with the sci-fi themes of his seminal creative efforts, he also drew the ongoing adventures of the Guardians of the Galaxy in *Marvel Presents*. At DC, he would develop Firestorm with Gerry Conway. In 1982, Marvel launched the anthology title *Marvel Fanfare*, which often featured Milgrom's editorial notes in cartoon form under the moniker "Editori-Al." While editing that long-running series, Milgrom also had ongoing stints penciling *The Avengers* and *West Coast Avengers* and drew the notable miniseries *Secret Wars II* and *Kitty Pryde & Wolverine*. He also scripted *Spectacular Spider-Man* and *Incredible Hulk*. Since the '90s, Milgrom has spent most of his time inking, with an impressive nine-year run on *X-Factor* and work for Archie amongst his many credits.

JIM SHOOTER

Writer/artist/editor/publisher Jim Shooter broke into comics as a precocious 13-year-old after submitting a batch of Legion of Super-Heroes pages he had written and drawn. Impressed by what was going on at Marvel, the teenager brought his "Marvel-style" attitude to bear on Legion, rolling off a three-year run that concluded in 1969. During this time, he introduced several memorable Legionnaires and villains and also wrote several stories in *Superman*.

After a five-year break from comics, Shooter returned to the scene, freelancing for both Marvel and DC. He retook the reins of Legion in *Superboy*, and wrote various Marvel titles, which led to a staff position at Marvel in 1976 and a memorable run on *Avengers*. After two years, he succeeded Archie Goodwin as Marvel's editor-in-chief. In his view, Marvel at that time was in editorial chaos, not capitalizing on its full potential. Only 27 years old, Shooter forced his will over all aspects of the publishing regime, establishing an incentive system for creators, streamlining the publishing schedule and enforcing his own high editorial standards on all the books. He continued Marvel's success with licensed titles *G.I. Joe* and *Transformers* and the Epic line of creator-owned comics. Creative efforts included writing *Secret Wars* and its sequel, and building the New Universe and writing its flagship title, *Starbrand*.

Forced out of the company in 1987, a bid by Shooter to buy Marvel failed. He then formed a group to start his own company, Valiant, which produced licensed and original comics to great acclaim in the early '90s. Despite Valiant's success, Shooter's tenure there was ended after losing control of the corporation. Short-lived imprints Defiant and Broadway Comics followed but were victims of the mid-'90s industry bust. Since then, Shooter has returned to DC to write a 13-issue run of *Legion*, and overseen a revival of Gold Key characters Magnus, Doctor Solar and Turok for Dark Horse.

MIKE ZECK

Born in Greenville, Pennsylvania, and raised in Florida, Mike Zeck attended the Ringling School of Art in Sarasota to study illustration. Showing his portfolio at conventions earned him a break providing text-story illustrations for Charlton Comics. That modest start led to work at Marvel, where his first story was a 1977 Thanos backup story in *Logan's Run* #6. He would soon join writer Doug Moench on *Shang-Chi: Master of Kung Fu*, a real treat for the artist, a true Bruce Lee fan. Both readers and editors took note and Zeck's four years drawing Shang-Chi led to a highly regarded stint on *Captain America* with J.M. DeMatteis. By the mid-'80s, Zeck was also contributing covers for Marvel's *G.I. Joe: A Real American Hero* and its sister title, *G.I. Joe Special Missions*, as well as illustrations for *The Official Handbook of the Marvel Universe*. His clean, precise style and compelling storytelling elevated him to renown as one of the industry's top talents. This was never more apparent than in 1984, when Zeck was tapped by Marvel editor-in-chief Jim Shooter to draw comics' first mega-event: *Marvel Super-Heroes Secret Wars*. He followed that up with the art on the first *Punisher* series, a five-issue blockbuster scribed by Stephen Grant, with whom Zeck would reunite for the 1989 Punisher graphic novel *Return to Big Nothing*. Zeck finished out 1986 with a double-sized *Captain America Annual* co-starring Wolverine, then embarked on illustrating "Kraven's Last Hunt" in *Amazing Spider-Man*, *Web of Spider-Man* and *Spectacular Spider-Man*. Written by Cap collaborator DeMatteis, the storyline was a massive hit and stands as one of the evergreen stories in the Spider-Man canon. By the end of the '80s, Zeck had moved to DC, drawing covers to *Batman*, *Detective Comics*, and *Deathstroke the Terminator* among many others. His last regular series work was the Image title *The Damned* with Steven Grant. Zeck launched his own website in 1999 to handle his commission work and continues an active appearance schedule at conventions.

Biographies researched and written by John Rhett Thomas

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THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over America, a new storytelling medium was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States. At the forefront of this new medium was Timely Comics, a young company staffed by such legendary creators as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These trailblazing talents birthed a vast array of characters that would give rise to the Marvel Universe!

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GOLDEN AGE CAPTAIN AMERICA VOLS. 1-6
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GOLDEN AGE MARVEL COMICS VOLS. 1-7
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GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOLS. 1-2

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the Golden Age retooled to take on the threat of Communism. From Western gunfighters to crime to horror, the Atlas Era had it all!

ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-4
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-3
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-6
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-4
ATLAS ERA VENUS VOL. 1

THE MARVEL AGE

In August 1961, change hit newsstands: *The Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. They were real characters placed in extraordinary circumstances. They lived together, they fought among themselves — and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different — the beginning of the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

THE AMAZING SPIDER-MAN VOLS. 1-23
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THE AVENGERS VOLS. 1-22
THE BLACK PANTHER VOLS. 1-3
BROTHER VOODOO VOL. 1
CAPTAIN AMERICA VOLS. 1-14
CAPTAIN MARVEL VOLS. 1-6
THE CHAMPIONS VOL. 1
DAREDEVIL VOLS. 1-16
DAZZLER VOLS. 1-3
DEATHLOK VOL. 1
THE DEFENDERS VOLS. 1-8
DOCTOR STRANGE VOLS. 1-10
THE FANTASTIC FOUR VOLS. 1-23
GHOST RIDER VOLS. 1-3
HOWARD THE DUCK VOL. 1
THE HUMAN TORCH VOLS. 1-2
THE INCREDIBLE HULK VOLS. 1-15
THE INHUMANS VOLS. 1-2
THE INVINCIBLE IRON MAN VOLS. 1-14
IRON FIST VOLS. 1-2
KA-ZAR VOLS. 1-2
KILLRAVEN VOL. 1
LUKE CAGE VOLS. 1-3
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MARVEL TEAM-UP VOLS. 1-6
MARVEL TWO-IN-ONE VOLS. 1-6
THE MIGHTY THOR VOLS. 1-21
MS. MARVEL VOLS. 1-2
NICK FURY, AGENT OF S.H.I.E.L.D. VOLS. 1-3
NOT BRAND ECHH VOL. 1
RAWHIDE KID VOLS. 1-2
THE SAVAGE SHE-HULK VOLS. 1-2
SGT. FURY VOLS. 1-4
THE SPECTACULAR SPIDER-MAN VOLS. 1-5
SPIDER-WOMAN VOLS. 1-2
THE SILVER SURFER VOLS. 1-2
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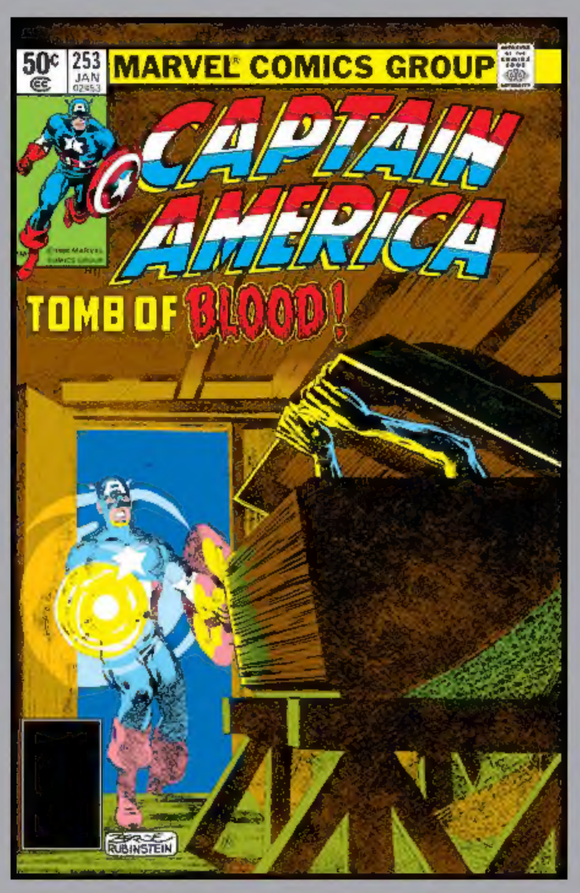
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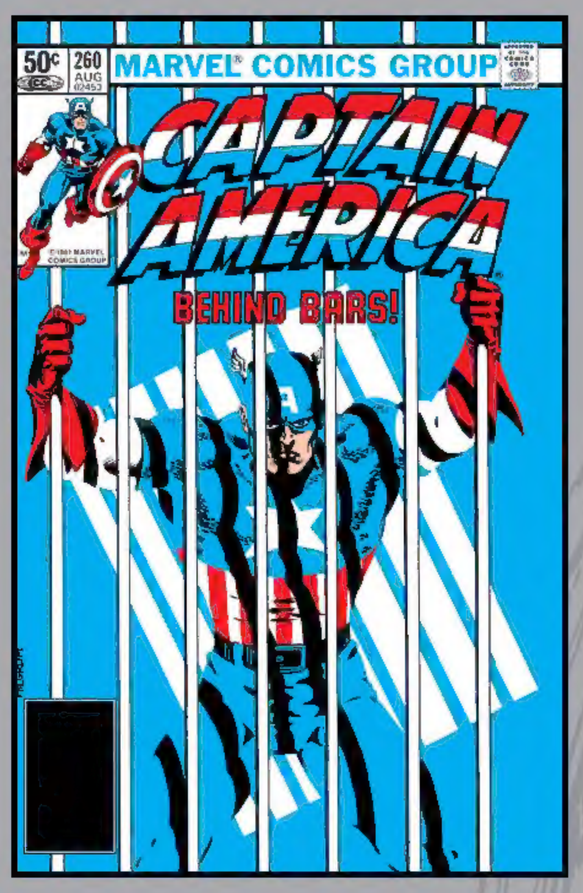
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